CONSTITUTION OF

GLENBARR COMMUNITY DEVELOPMENT ASSOCIATION

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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).

Name

3 The name of the organisation (referred to below as the "Organisation") is Glenbarr Community Development Association.

Purposes

4 The Organisation's purposes are the advancement of community development and environmental protection for the benefit of the community of Glenbarr, which reaches from Killegruer in the south to South Muasdale Farm in the north and extending to the Shore on the West and Arnicle on the east side of that area, and comprising parts of the following postcode units PA29 6XB, PA29 6UT, PA29 6XD, PA29 6UX, and PA29 6UZ (the "Community"), primarily through:

4.1 Promoting sustainability and enhanced local services in the Community to meet the needs of all members of the Community now and for the long-term future;

4.2 Encouraging public participation in the planning and development process, using the talents of local people to regenerate the Community and make sustainable changes; and

4.3 Developing a range of community projects in the Community, including but not limited to social and community welfare, employment, improving health and wellbeing and environmental protection.

Powers

5 The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

6 In particular, (but without limiting the range of powers available under the Charities and Trustee Investment (Scotland) Act 2005) the Organisation has power:

6.1 to register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;

6.2 to exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;

6.3 to exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016; and

6.4 make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/ or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Application of income and property

7 The income and property of the Organisation shall be applied solely towards promoting the Organisations objects (as set out in clause 4) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the Organisation must be applied for the benefit of the Community.

8 No part of the income or property of the Organisation may be paid or transferred (directly or indirectly) to the members of the Organisation, whether by way of dividend, bonus or otherwise - 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.

Liability of members

9 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.

10 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

11 The structure of the Organisation consists of:-

11.1 the MEMBERS – comprising (i) Ordinary Members (who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself), (ii) the Associate Members and (iii) the Junior Members;

11.2 the BOARD - who hold regular meetings, and generally control and supervise the activities of the Organisation; for example,

the board is responsible for monitoring and controlling the financial position of the Organisation.

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

MEMBERS

Categories of members

13 For the purposes of this constitution:-

13.1 "Ordinary Member" means a member who fulfils the qualifications set out in clause 15, "Ordinary Membership" shall be interpreted accordingly;

13.2 "Associate Member" means a member admitted under clause 16, "Associate Membership" shall be interpreted accordingly;

13.3 "Junior Member" means a member admitted under clause 18, "Junior Membership" shall be interpreted accordingly.

14 Associate Members and Junior Members are not eligible to stand for election to the Board nor are they eligible to vote at any members' meetings.

Qualifications for membership

15 Ordinary Membership shall (subject to 20, 21 and 24) be open to any individual aged 16 or over who:

15.1 lives in the Community (as defined in clause 4);

15.2 are entitled to vote at a local government election in a polling district that includes the Community or part of it; and

15.3 supports the objects and activities of the Organisation.

16 Associate Membership shall (subject to 20, 22, 23 and 24) be open to organisations (wherever they have their principal office or main place of business or main area of operation) that support the objects and activities of the Organisation.

17 In the case of an organisation which is not a corporate body, the organisation itself cannot be a member; instead, membership shall be open to an individual nominated by that organisation (where that organisation would qualify for membership under clause 16), but on that basis that no more than one individual nominated by each organisation under this clause 17 can be a member of the Organisation at any given time.

18 Junior Membership shall (subject to 21, 21 and 24) be open to those individuals aged between 12 and 15 who live in the Community, and support the objects and activities of the Organisation, and wish to be involved.

19 An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if he/ she ceases to fulfil any of the qualifications for Ordinary Membership set out in clause 15.

20 Employees of the Organisation are not eligible for membership; a person who becomes an employee of the Organisation after admission to membership shall automatically cease to be a member.

Application for membership

21 Any person who wishes to become a member must submit an application for membership (in writing or by email), specifying the category of membership for which they are applying.

22 Any organisation which is a corporate body and wishes to become an Associate Member must lodge with the Organisation a written application for membership signed on its behalf by an appropriate officer of that organisation.

23 Any individual nominated under clause 17 by an organisation which is an unincorporated body who wishes to become an Associate Member must lodge with the Organisation a written application for membership, signed by him/her and also signed by an appropriate officer of the organisation which is nominating him/her for membership.

24 The board may, at its discretion, refuse to admit any person or organisation to membership.

25 The board shall consider each application for membership at the first board meeting which is held after receipt of the application; the board shall notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit the applicant to membership.

Minimum number of members

26 The minimum number of members is 20; and at least three quarters of the members must, at all times, be members of the community.

27 In the event that either or both of the requirements under clause 26 cease to be met through a reduction in the number of members of a reduction in the proportion of Ordinary Member included within the membership, the charity trustees may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure those requirements are met once more.

Membership subscription

28 No membership subscription will be payable.

Register of members

29 The board must keep a register of members, setting out

29.1 for each current member:

29.1.1 his/her/its full name and address;

29.1.2 the date on which he/she/it was registered as a member of the Organisation; and

29.1.3 the category of membership into which he/she/it falls.

29.2 for each former member - for at least six years from the date on he/she ceased to be a member:

29.2.1 his/her/its name; and

29.2.2 the date on which he/she/it ceased to be a member;

30 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against his/her name in the register of members shall include details of the organisation which nominated him/her for membership.

31 The board must ensure that the register of members is updated within 28 days of any change:

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

31.2 which is notified to the Organisation.

32 If a member or charity trustee of the Organisation requests a copy of the register of members, the board must ensure that a copy is supplied to him/her/it within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

33 Any person or organisation who/which wants to withdraw from membership must give a written notice of withdrawal to the Organisation, signed by him/her or (in the case of a corporate body) signed on its behalf by an appropriate officer of that body; he/she/it will cease to be a member as from the time when the notice is received by the Organisation.

34 Any organisation which has nominated an individual for membership under clause 17 may withdraw its nomination at any time, by way of notice to the Organisation to that effect, signed by an appropriate officer of that organisation; on receipt of the notice by the Organisation, he/she will automatically cease to be a member.

Transfer of membership

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

Re-registration of members

36 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

37 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the Organisation before the expiry of the 28-day period referred to in clause 36, the board may expel him/her from membership.

38 A notice under clause 36 will not be valid unless it refers specifically to the consequences (under clause 37) of failing to provide confirmation within the 28-day period.

Expulsion from membership

39 Any individual or organisation 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:-

39.1 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;

39.2 the member concerned (or, in the case of a corporate body, an individual authorised by it) will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of membership

40 Membership will terminate:

40.1 in the case of an individual, on death;

40.2 in the case of an organisation, on liquidation, winding up, dissolution or striking off of that organisation;

40.3 in the case of an individual admitted to membership on the basis of nomination by an organisation which is note a corporate body, if that organisation is wound up or dissolved.

DECISION-MAKING BY THE MEMBERS

Members' meetings

41 The board must arrange a meeting of the members (an annual general meeting or "AGM") in each calendar year.

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

43 Notwithstanding clause 41, 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.

44 The business of each AGM must include:-

44.1 a report by the chair on the activities of the Organisation;

44.2 consideration of the annual accounts of the Organisation;

44.3 the election/re-election of charity trustees, as referred to in clauses 94 to 97.

45 The board may arrange a special members' meeting at any time.

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

46 The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the Organisation at the time, providing:

46.1 the notice states the purposes for which the meeting is to be held; and

46.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.

47 If the board receive a notice under clause 46, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

48 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

49 At least 7 clear days' notice must be given of any members' meeting other than those referred to in clause 48.

50 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

50.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

50.2 in the case of any other resolution falling within clause 76 (requirement for two-thirds majority) must set out the exact terms of the resolution.

51 The reference to "clear days" in clause 48 [and 49] shall be taken to mean that, in calculating the period of notice,

51.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

51.2 the day of the meeting itself should also be excluded.

52 Notice of every members' meeting must be given to all the members of the Organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

53 Any notice which requires to be given to a member under this constitution must be: -

53.1 sent by post to the member, at the address last notified by him/her/it to the Organisation; *or*

53.2 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the Organisation.

54 If members and charity trustees are to be permitted to participate in members' meeting by way of audio and/or audio-visual link(s) (see clause 55), the notice (or notes accompanying the notice) must:

54.1 set out details of how to connect and participate via that link or links; and

54.2 (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

55 The board may if they consider appropriate (and must, if this is required under clause 56) 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:

55.1 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;

55.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 54; and

55.3 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).

56 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 paragraphs 55.1 to 55.3 will apply.

57 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.

58 No valid decisions can be taken at any members' meeting unless a quorum is present.

59 The quorum for a members' meeting is 10% of the members entitled to vote (each being an Ordinary Member or a proxy for an Ordinary Member), present in person or represented by proxy.

60 A quorum shall not be deemed to be present at any members' meeting unless the Ordinary Members present or represented by proxy.

61 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.

62 For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any members' meeting.

63 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.

64 The chair of the Organisation should act as chairperson of each members' meeting.

65 If the chair of the Organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

66 Every Ordinary Member has one vote, which may be given personally or by proxy.

67 For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at members' meetings.

68 An Ordinary Member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting:

68.1 must give to the Organisation a proxy form (in such terms as the board requires), signed by him/her; or

68.2 must send by electronic means to the Organisation at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires);

providing (in either case) the proxy form is received by the Organisation at the relevant address not less than 48 hours before the time for holding the members' meeting.

69 An instrument of proxy which does not comply with the provisions of clause 68, or which is not lodged or given in accordance with such provisions, shall be invalid.

70 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

71 A proxy need not be a member of the Organisation.

72 Subject to clause 74, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than 1 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).

73 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 this clause 73 shall not apply in relation to the chair, in acting as proxy for those members.

74 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.

75 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 76.

76 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 83) providing that proper notice of the meeting and of the intention to propose the resolution has been given in accordance with clauses 48 to 54:

76.1 a resolution amending the constitution;

76.2 a resolution expelling any person or organisation from membership under clause 39;

76.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

76.4 a resolution approving the amalgamation of the Organisation with another organisation (or approving the constitution of the new organisation to be constituted as the successor pursuant to that amalgamation);

76.5 a resolution to the effect that all of the Organisation's property, rights and liabilities should be transferred to another organisation (or agreeing to the transfer from another organisation of all of its property, rights and liabilities);

76.6 a resolution for the winding up or dissolution of the Organisation.

77 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

78 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 persons present and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members) ask for a secret ballot.

79 Where members are participating in a meeting via an audio or audio-visual link, they must 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.

80 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.

81 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 79, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process)

Technical objections to remote participation in members' meetings

82 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:

82.1 a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;

82.2 the members' meeting need not be held in any particular place;

82.3 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);

82.4 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;

82.5 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)

Written resolutions by members

83 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

84 The board must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 83.

85 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.

86 The board shall make available copies of the minutes referred to in clause 84 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 149.

BOARD

Categories of charity trustee

87 In this constitution:

87.1 “Member Trustee” means a charity trustee (drawn from the membership of the Organisation) elected/ appointed under clauses 94 to 97;

87.2 “Co-opted Trustee” means a (non-member) charity trustee appointed by the board under clauses 98 and 99.

Number of charity trustees

88 The maximum number of charity trustees is 12; out of that:

88.1 no more than 10 shall be Member Trustees; and

88.2 no more that 2 shall be Co-opted Trustees.

89 At any given time, the charity trustees who are also Ordinary Members must form a majority of the total number of charity trustees in office.

90 The minimum number of charity trustees is 5.

Eligibility

91 A person shall not be eligible for election/ appointment as a Member Trustee unless he/she is a member of the Organisation; a person appointed as a Co-opted Trustee need not, however, be a member of the Organisation.

92 A person will not be eligible for election or appointment as a charity trustee if he/she is: -

92.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

92.2 an employee of the Organisation.

Initial charity trustees

93 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: Member Trustees

94 At each AGM, the Ordinary Members may (subject to clauses 88 and 92) elect any member (providing he/she is willing to act) to be a charity trustee (a “Member Trustee”).

95 The board may at any time (subject to clauses 88 and 92) appoint any member (providing he/she is willing to act) to be a charity trustee (a “Member Trustee”).

96 At each AGM, all of the Member Trustees elected/appointed under clauses 94 and 95 (and, in the case of the first AGM, those deemed to have been appointed under clause 93) shall retire from office – but shall then be eligible for re-election under clause 94.

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

97.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or

97.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process.

Appointment/ re-appointment of Co-opted Trustees

98 In addition to their powers under clause 95, the board may at any time appoint any non-member of the Organisation to be a charity trustee (subject to clause 88, and providing they are not debarred under clause 92) on the basis that they have specialist experience and/or skills which could be of assistance to the board.

99 At each AGM, all of the charity trustees appointed under clause 98 shall retire from office – but shall then be eligible for re-appointment by the board (after the AGM) under that clause.

Termination of office

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

100.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

100.2 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;

100.3 (in the case of a Member Trustee) he/she ceases to be a member of the Organisation;

100.4 he/she becomes an employee of the Organisation;

100.5 he/she gives the Organisation a notice of resignation, signed by him/her;

100.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;

100.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 121);

100.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

100.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

101 A resolution under paragraph 100.7, 100.8 or 100.9 shall be valid only if: -

101.1 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;

101.2 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;

101.3 (in the case of a resolution under paragraph 100.7 or 100.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution; and

101.4 (in the case of a resolution under paragraph 100.9) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of charity trustees

102 The board must keep a register of charity trustees, setting out

102.1 for each current charity trustee:

102.1.1 his/her full name and address;

102.1.2 the date on which he/she was appointed as a charity trustee; and

102.1.3 any office held by him/her in the Organisation;

102.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

102.2.1 the name of the charity trustee;

102.2.2 any office held by him/her in the Organisation; and

102.2.3 the date on which he/she ceased to be a charity trustee.

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

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

103.2 which is notified to the Organisation.

104 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Organisation, the board may provide a copy which has the addresses blanked out - if the ORGANISATION is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

105 The charity trustees must elect (from among themselves) a chair.

106 In addition to the office-bearers required under clause 105, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

107 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected.

108 Office bearers will serve for a maximum of 4 consecutive years in any specific position on the Board. They will be eligible to stand for re-election to such specific position after a further year has elapsed. However, they may be elected to an alternative position on the Board at any time.

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

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

109.2 if he/she gives to the Organisation a notice of resignation from that office (either in writing or by email).

Powers of board

110 Except where this constitution states otherwise, the Organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Organisation.

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

112 The members may, by way of a resolution passed in compliance with clause 76 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

113 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:-

113.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;

113.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

113.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:

113.3.1 put the interests of the Organisation before that of the other party;

113.3.2 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;

113.4 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.

114 In addition to the duties outlined in clause 113, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

114.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

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

Conflicts of interest involving charity trustees – general

115 The board must use every effort to ensure that conflicts of interest involving charity trustees (including those which relate to individuals or bodies connected with charity trustees) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:

115.1 clauses 116 and 119 require charity trustees to declare any personal interest which they may have in any transaction or other arrangement with the Organisation;

115.2 clause 139 prohibits a charity trustee with a personal interest in a proposed arrangement from voting on the question of whether the Organisation should enter into that arrangement;

115.3 clause 118 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a charity trustee (or where the charity trustee might benefit from remuneration paid to a connected party).

116 In addition to complying with the provisions referred to in clause 115:

116.1 the board must maintain a register of charity trustees' interests;

116.2 the chairperson of each board meeting must invite declarations of interest, shortly after the start of the meeting;

116.3 the minutes of each board meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

117 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.

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

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

118.2 the board must be satisfied that it would be in the interests of the Organisation to enter into the arrangement (taking account of that maximum amount); and

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

119 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 where that is not prohibited under clause 117 or 118; and (subject to clause 118) 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.

120 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

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

122 The code of conduct referred to in clause 121 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

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

124 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

125 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:

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

125.2 (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

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

127 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.

128 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 126, 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.

129 The chair of the Organisation should act as chairperson of each board meeting.

130 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.

131 Every charity trustee has one vote, which must be given personally subject to clause 127).

132 All decisions at board meetings will be made by majority vote.

133 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

134 The board may if they consider appropriate (and must, if this is required under clause 134), 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:

134.1 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

134.2 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).

135 If restrictions arising from public health legislation 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:

135.1 the requirements set out in paragraphs 134.1 and 134.2 will apply; and

135.2 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.

136 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.

137 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.

138 The board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

139 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

140 For the purposes of clause 139:-

140.1 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;

140.2 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.

141 Where a subsidiary of the Organisation has an interest in a particular matter which is to be considered by the board, a charity trustee who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation in board meetings

142 The principles set out in clause 82 (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.

Board resolutions agreed in writing or by email

143 A resolution agreed to in writing (or by email) by a majority of the charity trustees then in office shall (subject to clauses 144 and 145) be as valid as if duly passed at a board meeting.

144 A resolution under clause 143 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 145.

145 If a resolution is circulated to the charity trustees under clause 144, 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:

145.1 the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

145.2 the resolution cannot be treated as valid under clause 143 unless and until that board meeting has taken place;

145.3 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 email) by a majority of the charity trustees then in office.

Minutes of board meetings

146 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees; and that a proper

record is kept of all resolutions agreed to (in writing or by email) by the charity trustees under clause 143.

147 The minutes to be kept under clause 146 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

148 The board shall (subject to clause 149) make available copies of the minutes referred to in clause 146 to any member of the public requesting them.

149 The board may exclude from any copy minutes made available to a member of the public under clause 99 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

150 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.

151 The board may also delegate to the chair of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.

152 When delegating powers under clause 150 or 151, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

153 Any delegation of powers under clause 150 or 151 may be revoked or altered by the board at any time.

154 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

155 Subject to clause 156, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Organisation; at least one out of the two signatures must be the signature of a charity trustee.

156 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 155.

Accounting records and annual accounts

157 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

158 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

159 If – at the time when the Organisation is being wound up – the Organisation has registered any interest in land and/or exercised any right to buy under Part 2 of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the Organisation's debts and liabilities shall not be paid to or distributed among the members of the Organisation; instead, that property shall be transferred (subject to clause 163) to:

159.1 such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or

159.2 (if no community body, crofting community body or Part 3A community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.

160 If – at the time when the Organisation is being wound up – the Organisation has exercised any right to buy under Part 3A of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the Organisation's debts and liabilities shall not be paid to or distributed among the members of the Organisation; instead, that property shall be transferred (subject to clause 163) to:

160.1 such other community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or

160.2 (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for

charitable purposes only) or to such charity as the Scottish Ministers may direct.

161 If – at the time when the Organisation is being wound up – the Organisation has exercised any right to buy under Part 5 of the Land Reform (Scotland) Act 2016, any property remaining after satisfaction of all the Organisation's debts and liabilities shall not be paid to or distributed among the members of the Organisation; instead, that property shall be transferred (subject to clause 163) to:

161.1 such other community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or

161.2 (if no community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.

162 If – at the time when the Organisation is being wound up – the Organisation has made any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, any property remaining after satisfaction of all the Organisation's debts and liabilities shall not be paid to or distributed among the members of the Organisation; instead, that property shall be transferred (subject to clause 163) to:

162.1 another community transfer body;

162.2 a charity;

162.3 such community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or

162.4 (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.

163 If the Organisation is to be wound up or dissolved:

163.1 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 including, the requirement to obtain the prior consent of OSCR to the winding up or dissolution;

163.2 no property shall be transferred under clauses 159, 160, 161 or 162 to any body unless it is a charity; for the avoidance of doubt, the Scottish Ministers should be taken to be a "body" for

the purposes of this clause and clauses 159, 160, 161 and 162; and

163.3 nothing in these articles shall authorise any application of the property of the Organisation for any purpose which is not a charitable purpose (as defined in clause 4).

Alterations to the constitution

164 This constitution may (subject to clause 165) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 76) or by way of a written resolution of the members.

165 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 OSCR.

166 If the Organisation is a community body or Part 3A body or Part 5 community body (as defined in clause 168) it will notify the Scottish Ministers of any alterations to this constitution.

Interpretation

167 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

167.1 any statutory provision which adds to, modifies or replaces that Act; and

167.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 167.1 above.

168 In this constitution: -

168.1 "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;

168.2 "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;

168.3 "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015);

168.4 “OSCR” means the Office of the Scottish Charity Regulator;

168.5 “Part 3A community body” means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);

168.6 “Part 5 community body” means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;

168.7 “sustainable development” means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.