

CONSTITUTION OF INVERNESS ROWING CLUB

Dated 22 September 2022

Revision History

Date	Change Summary
12 March 2016	Redrafted constitution approved at members' meeting on 12 March 2016 to allow the club to apply to OSCR to become a charity status
22 September 2022	Amendments approved at AGM on 27 September 2022 for alignment with sportscotland best practice guidelines and to allow virtual meetings. Key changes include • adoption of gender neutral language; • additional rights of members to i) ratify board decisions in relation to election of honorary members and declining an application from a prospective member; and ii) elect office-bearers; • adjustment to quorum requirements at members' meetings

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A. GENERAL

1 Type of organisation

- 1.1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

2 Scottish principal office

- 2.1 The principal office of the organisation will be in Scotland (and must remain in Scotland).

3 Name

- 3.1 The name of the organisation is "INVERNESS ROWING CLUB".

4 Purposes

- 4.1 The organisation's purposes are:

- 4.1.1 To promote the sport of rowing and sculling for all but primarily to people based in Inverness and the surrounding area;
- 4.1.2 To provide the organisation and management to support the development of rowing and sculling for all its members;
- 4.1.3 To provide recreational and training facilities for its members;
- 4.1.4 To promote and maintain the highest standards of technical competence and safety in the sport; and
- 4.1.5 To provide equal opportunities for successful participation by all sections of the community

5 Affiliation

- 5.1 The organisation shall be affiliated to Scottish Rowing, the National Governing Body, or such body appointed to regulate the conduct of amateur rowing in Scotland.

6 Powers

- 6.1 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6.2 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members by way of dividend, distribution, bonus, honoraria or otherwise howsoever - 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.

7 Liability of members

- 7.1 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.
- 7.2 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7.1 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.

8 General structure

- 8.1 The structure of the organisation consists of:-
- 8.1.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - 8.1.2 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 8.2 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

9 Types of meeting

- 9.1 A VIRTUAL MEETING is a meeting of members or a meeting of the charity trustees where arrangements have been made in advance for participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending VIRTUALLY.
- 9.2 A HYBRID MEETING is a meeting of members or a meeting of the charity trustees at which some participants are attending the meeting in person and others are attending virtually.

B. MEMBERS

10 Qualifications for membership

10.1 Membership is open to any individual aged 10 or over who has an interest in supporting the purposes of the organisation, as outlined in clause 4. Members shall be amateurs as defined by Scottish Rowing or such body appointed to regulate the conduct of amateur rowing in Scotland. The following membership categories shall apply:

10.1.1 Ordinary members are members who are 18 years of age or over at the 1st September of the previous calendar year;

10.1.2 Associate members are non-rowing members who are 18 years of age or over at the 1st September of the previous calendar year;

10.1.3 Junior members are members who have not yet attained the age of 18 years on 1st September of the previous calendar year;

10.1.4 Honorary members being members of an eminent position, distinction or service to the club. Honorary members shall be elected at the discretion of the Board in each case for such period as the Board may determine. Such elections shall be ratified by the members at the club's next annual general meeting or special general meeting. An honorary member shall cease to be an ordinary member for the period of time that they remain an honorary member; and

10.1.5 Temporary members being members who may be invited to participate in activities using club equipment by invitation of the Board.

10.2 Employees of the organisation are not eligible for membership.

11 Application for membership

11.1 Any person who wishes to become a member must sign a written application for membership and lodge this with the organisation along with a remittance to meet the annual membership subscription; the application will then be considered by the board at the next board meeting

11.2 All applications for membership shall be accompanied by the appropriate annual membership fee, which shall thereafter be payable on demand.

11.3 Membership is open to all and no application for membership will be refused on other than reasonable grounds.

11.4 There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.

- 11.5 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.
- 11.6 Any person whose membership application is declined shall be entitled to have that decision ratified at a members' meeting providing that the following procedures are observed:
- 11.6.1 at least 21 days' notice of the date of the meeting is given to the applicant, specifying the grounds for declining their membership application;
 - 11.6.2 the applicant will be entitled to be heard on the resolution at such members' meeting;
 - 11.6.3 the board's decision to decline the membership application shall be ratified if not less than two thirds of those present and voting at the members' meeting endorse the board's decision to decline the application for membership.
- 11.7 Any fees paid by a prospective member in accordance with clause 11.2 shall be refunded in the event that the board decide not to admit that prospective member to membership unless such decision is overturned by the members in accordance with clause 11.6.

12 Membership subscription

- 12.1 Members shall require to pay an annual membership subscription; unless and until otherwise determined by the members, the amount of the annual membership subscription shall be £150 for ordinary members, £75 for associate members and £100 for junior members.
- 12.1.1 The annual membership subscriptions shall be payable on or before 1st April in each year to cover the period from 1st April in that year to 31st March in the following year.
 - 12.1.2 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM in accordance with clause 22.2.
 - 12.1.3 If the membership subscription payable by any member remains outstanding more than 8 weeks after the date on which it fell due – and providing they have been given at least one written reminder – the board may, by resolution to that effect, expel them from membership.
 - 12.1.4 The board shall be entitled to apply a pro rata discount to the membership fee for members joining part way through a membership year.

12.2 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

12.3 Honorary members shall not be required to pay a membership subscription.

13 Register of members

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

13.1.1 for each current member:

13.1.1.1 their full name and address; and

13.1.1.2 the date on which they were registered as a member of the organisation;

13.1.2 for each former member - for at least six years from the date on they ceased to be a member:

13.1.2.1 their name; and

13.1.2.2 the date on which they ceased to be a member.

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

13.2.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

13.2.2 which is notified to the organisation.

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

14 Withdrawal from membership

14.1 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

15 Transfer of membership

15.1 Membership of the organisation may not be transferred by a member.

16 Expulsion from membership

16.1 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-

16.1.1 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;

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

17 Termination

17.1 Membership of the organisation will terminate on death.

C. DECISION-MAKING BY THE MEMBERS

18 Members' meetings

18.1 The board must arrange a meeting of members attending in person or virtually (an annual general meeting or "AGM") in each calendar year.

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

18.3 Notwithstanding clause 18.1, 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.

18.4 The business of each AGM must include:-

18.4.1 a report by the chair on the activities of the organisation;

18.4.2 consideration of the annual accounts of the organisation;

18.4.3 the election/re-election of charity trustees, as referred to in clause 28.

18.5 The board may arrange a special members' meeting at any time. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow.

18.6 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as they would have if attending the meeting in person.

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

19.1 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 the greater of 5 members or 5% or more of the total membership of the organisation at the time, providing:

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

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

19.1.3 for the purposes of this clause 19.1, "members" shall be interpreted as being limited to ordinary members or honorary members only and "membership" shall be construed accordingly.

19.2 If the board receive a notice under clause 19.1, 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.

20 Notice of members' meetings

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

20.2 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

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

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

20.3.2 in the case of any other resolution falling within clause 22.3 (requirement for two-thirds majority) must set out the exact terms of the resolution.

20.4 The reference to "clear days" in clause 20.1 shall be taken to mean that, in calculating the period of notice,

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

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

20.5 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.

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

20.6.1 sent by post to the member, at the address last notified by them to the organisation; or

20.6.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

21 Procedure at members' meetings

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

21.2 The quorum for a members' meeting is 8 ordinary members either in person or virtually where arrangements for virtual attendance have been made. For the purposes of this clause 21.2 only, club trustees will be excluded from the count of the number of members present at the meeting.

21.3 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.

21.4 The chair of the organisation should act as chairperson of each members' meeting.

21.5 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.

22 Voting at members' meetings

22.1 Every ordinary member has one vote, which must be given personally. Only ordinary members shall be entitled to vote at members meetings. A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.

22.2 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 22.3.

22.3 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 23.1):

22.3.1 a resolution amending the constitution;

22.3.2 a resolution expelling a person from membership under clause 16;

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

22.3.4 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);

22.3.5 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);

22.3.6 a resolution for the winding up or dissolution of the organisation.

22.4 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.

22.5 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.

22.6 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

22.7 Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

23 Written resolutions by members

23.1 A resolution agreed to in writing (or by e-mail) by all the ordinary 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.

24 Minutes

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

24.2 Minutes of members' meetings must include the names of those present at the meeting without distinction between those who attended in person and

those who attended virtually; and (so far as possible) should be signed by the chairperson of the meeting.

D. BOARD.

25 Number of charity trustees

25.1 The maximum number of charity trustees is 7; out of that:

25.1.1 no more than 6 shall be charity trustees who were elected/appointed under clauses 28.1 and 28.2 (or deemed to have been appointed under clause 27.1); and

25.1.2 no more than 1 shall be charity trustees who were co-opted under the provisions of clause 29.

25.2 The minimum number of charity trustees is 4.

26 Eligibility

26.1 A person shall not be eligible for election/appointment to the board under clause 28 unless they are an ordinary member of the organisation; a person appointed to the board under clause 29.1 need not, however, be a member of the organisation.

26.2 A person will not be eligible for election or appointment to the board if they are: -

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

26.2.2 an employee of the organisation.

27 Initial charity trustees

27.1 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.

28 Election, retiral, re-election

28.1 At each AGM, the members may elect any ordinary member (unless they are debarred from membership under clause 26.2) to be a charity trustee.

28.2 The board may at any time appoint any member (unless they are debarred from membership under clause 26.2) to be a charity trustee.

28.3 At each AGM, all of the charity trustees elected/appointed under clauses 28.1 and 28.2 shall retire from office – but shall then be eligible for re-election under clause 28.1.

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

28.4.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

28.4.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or

28.4.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

28.5 At each AGM, the members must elect from the charity trustees a chair, a treasurer and a secretary. The members may elect further office-bearers from the charity trustees if they consider that appropriate.

29 Appointment/re-appointment of co-opted charity trustees

29.1 In addition to their powers under clause 28.2, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 25, and providing they are not debarred from membership under clause 26.2) 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.

29.2 At each AGM, all of the charity trustees appointed under clause 29.1 shall retire from office – but shall then be eligible for re-appointment under that clause.

30 Termination of office

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

30.1.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

30.1.2 they become 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 6 months;

30.1.3 (in the case of a charity trustee elected/appointed under clauses 27 and 28) they cease to be a member of the organisation;

30.1.4 they become an employee of the organisation;

30.1.5 they give the organisation a notice of resignation, signed by them;

- 30.1.6 they are absent (without good reason, in the opinion of the board) from more than 3 consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 30.1.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 35.1);
 - 30.1.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 30.1.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 30.2 A resolution under paragraph 30.1.7, 30.1.8 or 30.1.9 shall be valid only if: -
- 30.2.1 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;
 - 30.2.2 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
 - 30.2.3 (in the case of a resolution under paragraph 30.1.7 or 30.1.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

31 Register of charity trustees

- 31.1 The board must keep a register of charity trustees, setting out
- 31.1.1 for each current charity trustee:
 - 31.1.1.1 their full name and address;
 - 31.1.1.2 the date on which they were appointed as a charity trustee; and
 - 31.1.1.3 any office held by them in the organisation;
 - 31.1.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 31.1.2.1 the name of the charity trustee;
 - 31.1.2.2 any office held by them in the organisation; and

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

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

31.2.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

31.2.2 which is notified to the organisation.

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

32 Office-bearers

32.1 Office-bearers are elected at the AGM in accordance with clause 28.5. In the event that any of the roles of chair, treasurer or secretary become vacant between successive AGMs, the charity trustees must elect (from among themselves) a replacement chair and/or treasurer and/or secretary.

32.2 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 28.5.

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

32.3.1 if they cease to be a charity trustee; or

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

33 Powers of board

33.1 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.

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

33.3 The members may, by way of a resolution passed in compliance with clause 22.3 (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.

34 Charity trustees - general duties

34.1 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:-

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

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

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

34.1.3.1 put the interests of the organisation before that of the other party;

34.1.3.2 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;

34.1.4 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.

34.2 In addition to the duties outlined in clause 34.1, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

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

34.3 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 34.4 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.

34.4 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.

- 34.5 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.

35 Code of conduct for charity trustees

- 35.1 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.
- 35.2 The code of conduct referred to in clause 35.1 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

E. DECISION-MAKING BY THE CHARITY TRUSTEES

36 Notice of board meetings

- 36.1 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow and as agreed by the charity trustees.
- 36.2 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.
- 36.3 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

37 Procedure at board meetings

- 37.1 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 or virtually where arrangements for virtual attendance have been made.
- 37.2 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.
- 37.3 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 37.1, 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.

- 37.4 The chair of the organisation should act as chairperson of each board meeting.
- 37.5 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.
- 37.6 Every charity trustee has one vote, which must be given either in person or virtually where arrangements for virtual attendance have been made.
- 37.7 All decisions at board meetings will be made by majority vote.
- 37.8 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.
- 37.9 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 37.10 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 37.11 For the purposes of clause 37.10: -
- 37.11.1 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;
- 37.11.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

38 Minutes

- 38.1 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 38.2 The minutes to be kept under clause 38.1 must include the names of those present at the meeting without distinction between those who attended in person and those who attended virtually; and (so far as possible) should be signed by the chairperson of the meeting.

F. ADMINISTRATION

39 Delegation to sub-committees

- 39.1 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.
- 39.2 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.
- 39.3 When delegating powers under clause 39.1 or 39.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 39.4 Any delegation of powers under clause 39.1 or 39.2 may be revoked or altered by the board at any time.
- 39.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

40 Operation of accounts

- 40.1 Subject to clause 40.2, 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.
- 40.2 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 40.1.

41 Accounting records and annual accounts

- 41.1 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 41.2 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.

G. MISCELLANEOUS

42 Winding-up

- 42.1 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.
- 42.2 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

43 Alterations to the constitution

- 43.1 This constitution may (subject to clause 43.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 22.3) or by way of a written resolution of the members.
- 43.2 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

44 Interpretation

- 44.1 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
 - 44.1.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 44.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 44.1.1 above.
- 44.2 In this constitution: -
 - 44.2.1 "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;
 - 44.2.2 "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.