

**Constitution
of
Groam House Museum**

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V1.1 Revision to permit participation in meetings by means of telephone, video conference facility or other means, proposed to Members, 30 March 2021

V1.2 Revision to reflect changes in purposes, membership and area of benefit (in draft only, November 2021) **Yellow highlighting denotes changes**

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 is GROAM HOUSE MUSEUM.
- 4 The main area of benefit of the Museum (the Area of Benefit) shall be the area of Scotland known as the Black Isle and surrounding area, designated as (still to be defined but will comprise an area approximately 15 miles radius centred on Rosemarkie, defined in terms of a combination of postcodes, wards, to include the whole of the Black Isle and the main centres of Inverness, Nairn, Dingwall, Muir of Ord and Tain)

Purposes

- 5 The organisation's purposes are:
 - 5.1 the advancement of the arts, heritage, culture and science
 - 5.2 the advancement of education
 - 5.3 the advancement of citizenship and community development, primarily by the provision of services and support for people who live, work or visit the Area of Benefit. In the furtherance of these we shall:
 - 5.4 bring together, hold, adequately house, conserve, document and display a collection of items being of historical, artistic or scientific importance, and in respect of which there will be a strong presumption against the subsequent disposal of any item;
 - 5.5 use the collection as a basis for engaging with the local community through exhibitions, community activity, outreach programmes and other means, as a focal point of education and

of historic, artistic and scientific interest, thereby improving the facilities available for general public amenity and education within the Area of Benefit;

5.6 develop and engage in community development activities centred on the history and heritage of the area around Rosemarkie and Fortrose, to encourage and support community cohesion, enable the development of new skills and encourage active participation in the local community.

5.7 enable access to all groups within society, particularly within the Area of benefit but also more widely through online access and social media, specifically encouraging participation from research workers, children and young people, and disadvantaged groups, always providing that the safety and security of the collection are not thereby put at risk;

5.8 enable, with appropriate safeguards, the loan of any item of the Museum's collection for exhibition or research;

5.9 promote and assist in the collation and recording of historical, ethnological, archaeological, biological, geological or other related information in furtherance of the purposes of the museum'

5.10 provide a programme of lectures relating to the collection, publish research material based on studies of the collection and related items, and provide material to assist local schools and colleges in the teaching of history and culture.

6 In summary the mission of the organisation is:

6.1 to enable people of all backgrounds, ages and abilities to enjoy and benefit from the heritage of the area and through the facilities and services offered by the organisation to encourage and develop community engagement and participation,

6.2 to inspire people of all backgrounds and ages to enjoy and understand the history and heritage of the area through the organisation's collections. and through education and skills development,

6.3 by working with others locally and nationally, we strive to conserve and bring to life the objects and their stories through exhibitions, related activities, arts and crafts.

Powers

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

- 8 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the Members, either in the course of the organisation's existence or on dissolution, except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of Members

- 9 The Members of the organisation (see Clause 11.1 below) 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 (see Clause 11.2 below) have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005 and Clause 8 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 - who have the right to attend Members meetings (including any annual general meeting) and have powers under the constitution, in particular, the Members appoint people to serve on the Board and take decisions on changes to the constitution itself;
 - 11.2 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.
- 12 The people serving on the Board are referred to in this constitution as Charity Trustees.

- 13 The minimum number of Members at any time shall be 20.

MEMBERS

Qualifications for membership

- 14 Membership is open to any individual, aged 16 or over who supports the purposes of the museum and who is resident in the Area of Benefit.
- 15 Employees of the organisation are not eligible for membership.

Application for membership

16 Any person eligible under clause 14 above 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 or lifetime membership subscription.

17 Any person outwith the Area of Benefit but who meets the other criteria of clause 14 may apply to be an Associate Member. An Associate Member shall have no voting rights but will be eligible for other benefits offered to Members.

Membership subscription

18 The different types of membership are as follows:

- Individual Member
- Family Member
- Individual Life Member
- Family Life Member
- Associate Member
- Associate Family Member
- Associate Life Member
- Associate Family Life Member

19 The subscriptions for each type of membership will be as set from time to time by the Board and the list of fees shall be made available in the Museum and in its communications.

Register of Members

20 The Board must keep a Register of Members and Associate Members, setting out

20.1 for each current Member and Associate Member:

20.1.1 his/her full name and address; and

20.1.2 the date on which he/she was registered as a Member of the organisation;

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

20.2.1 his/her name; and

20.2.2 the date on which he/she ceased to be a Member.

21 The Board must update the Register of Members **and Associate Members** within 28 days of any change:

21.1 which arises from a resolution of the Board or a resolution passed by the Members of the organisation;

21.2 which is notified to the organisation; or

21.3 which arises from the lapse of any membership whether as a result of non-renewal of the membership subscription or notification that the Member wishes to discontinue their membership.

22 A copy of the Register of Members **and Associate Members** shall be available at all reasonable times at the Museum and the Principal Office for scrutiny by Members, Charitable Trustees and the general public. The copy shall have the address details of the Members **and Associate Members** deleted.

Withdrawal from membership

23 Any person wishing to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her. He/she will cease to be a Member as from the time when the notice is received by the organisation.

24 Any Member on an Annual Membership basis may withdraw from membership by not renewing their Membership subscription. He/she will cease to be a Member from the time when their annual membership expires.

Transfer of membership

25 Membership of the organisation may not be transferred by a Member **or Associate Member.**

Expulsion from membership

26 Any Member **or Associate Member** 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:

26.1 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;

26.2 the Member or Associate Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

Termination

27 Membership of the organisation will terminate on death.

DECISION MAKING BY THE MEMBERS

Members meetings

- 28 The Board must arrange a meeting of Members (an annual general meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28 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.
- 31 The business of each AGM must include:-
- 31.1 a report by the Chair on the activities of the organisation;
 - 31.2 consideration of the annual accounts of the organisation;
 - 31.3 the election/re-election of Charity Trustees, as referred to in clauses 57 to 68.
- 32 The Board may arrange a special Members meeting at any time.

Power to request the Board to arrange a special Members meeting

- 33 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 communications 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:
- 33.1 the notice states the purposes for which the meeting is to be held; and
 - 33.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

- 34 If the Board receive a notice under clause 8, 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

- 35 At least 14 clear days' notice must be given of any AGM or any special Members meeting.
- 36 The notice calling a Members meeting must specify what business is to be dealt with at the meeting; and
- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 36.2 in the case of any other resolution falling within clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,
- 37.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 37.2 the day of the meeting itself should also be excluded.
- 38 Notice of every Members meeting must be given to all the Members and Associate Members of the organisation, and to all the Charity Trustees but the accidental omission to give notice to one or more Members or Associate Members will not invalidate the proceedings at the meeting.
- 39 Any notice which requires to be given to a Member or Associate Member under this constitution must be:
- 39.1 sent by post or delivered by hand to the Member or Associate Member, at the address last notified by him/her to the organisation; or
- 39.2 sent by e-mail to the Member or Associate Member, at the e-mail address last notified by him/her to the organisation.

Procedure at Members meetings

- 40 No valid decisions can be taken at any Members meeting unless a quorum is present.
- 41 The quorum for a Members meeting is 10 Members, present in person or by proxy. A Member may participate in a Members meeting by means of telephone, video conferencing facility or similar
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communications equipment as long as all the Members participating in the meeting can hear each other. A Member participating in a meeting in this manner shall be deemed to be present in person at the meeting.

- 42 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.
- 43 The Chair of the organisation should act as chairperson of each Members meeting.
- 44 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

- 45 Every Member has one vote, which must be given personally by them or their proxy. The Board shall determine from time to time the procedure for proxy voting. For the avoidance of doubt a vote given by a Member participating in the meeting through any of the methods referred to in clause 41 will be taken to be given personally for the purposes of this clause.
- 46 All decisions at Members meetings will be made by majority vote with the exception of the types of resolution listed in clause 47.
- 47 The following resolutions will be valid only if passed by not less than **two thirds** of the current membership voting at a Members' meeting:
- 47.1 a resolution amending the constitution;
 - 47.2 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 47.3 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 47.4 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);

- 47.5 a resolution for the winding up or dissolution of the organisation.
- 48 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.
- 49 A resolution put to the vote at a Members meeting will be decided on a show of hands or by other means whereby each Member may signify their vote to those present, unless the chairperson (or at least two other Members present at the meeting) ask for a secret ballot.
- 50 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 or as soon as practical after the completion of the ballot.
- 51 Associate Members may not vote at any Members meeting.

Minutes

- 52 The Board must ensure that proper minutes are kept in relation to all Members meetings.
- 53 Minutes of Members meetings must include the names of those present and (so far as possible) should be approved at the next meeting and signed by the chairperson of the meeting.
- 54 The Board shall make available copies of the minutes referred to in **clause 52** 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 **104**.

BOARD

Number of Charity Trustees

- 55 The maximum number of Charity Trustees is 9 and no more than 9 shall be Charity Trustees who were elected/appointed under clauses **60 and 61** (or deemed to have been appointed under clause **59**; and
- 56 The minimum number of Charity Trustees is 5.

Eligibility

- 57 A person shall not be eligible for election/appointment to the Board unless he/she is a Member of the organisation.
- 58 A person will not be eligible for election or appointment to the Board if he/she is:
- 58.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
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58.2 an employee of the organisation

58.3 an Associate Member of the organisation..

Initial Charity Trustees

59 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

60 At each AGM, the Members may elect any Member (unless he/she is debarred from membership under **clauses 57 or 58**) to be a Charity Trustee.

61 The Board may at any time appoint any Member (unless he/she is debarred from membership under **clauses 57 or 58**) to be a Charity Trustee.

62 At the first AGM, and at every subsequent AGM, one third (to the nearest round number) of the Charity Trustees elected/appointed under **clauses 60 and 61** (and, in the case of the first AGM, those deemed to have been appointed under **clause 59**) shall retire from office. The Charity Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed charity trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot or by some random method.

63 A person who has served on the Board for a period of three years shall automatically vacate office. Optionally the person may be re-elected to serve a further three years, and then not be eligible for re-election until a further year has elapsed.

64 For the purposes of **clause 62** above

64.1 the period from the date of the formation of the organisation to the first AGM shall be deemed to be a period of one year, unless it is of less than six months duration (in which case it shall be disregarded);

64.2 the period between the date of appointment of a Charity Trustee and the AGM which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it shall be disregarded;

- 64.3 the period between one AGM and the next shall be deemed to be a period of one year;
- 64.4 if a charity trustee ceases to hold office but is reappointed to that office within a period of six months, he/she shall be deemed to have held office as a charity trustee continuously.
- 65 If the organisation, at the meeting at which a Charity Trustee retires by rotation, does not fill the vacancy the retiring Charity Trustee shall, if willing to act and subject to the terms of Clause 63, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Charity Trustee is put to the meeting and lost.
- 66 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless:
- 66.1 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
- 66.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 66.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.
- 66.4 He/she has served as a Trustee in the organisation for a continuous period of six years.

Appointment/re-appointment of co-opted Charity Trustees

- 67 The Charity Trustees may co-opt any person as a Co-opted Charity Trustee either to fill a vacancy or as an additional Charity Trustee provided that the appointment does not cause the number of Charity Trustees to exceed the number specified in Clause 55. A Charity Trustee so co-opted shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Charity Trustees who are to retire by rotation at the meeting.
- 68 If the Co-opted Charity Trustee is a Member of the organisation, s/he shall be eligible to be elected, appointed or re-co-opted. If the Co-opted Charity Trustee is an Associate Member or non-member, s/he shall be eligible for re-co-option.
- 69 If not reappointed at such annual general meeting s/he shall vacate office at the conclusion thereof.
- 70 The number of Co-opted Charity Trustees on the Board may not exceed one third of the total number of elected, appointed and co-

opted Trustees serving on the Board at the time.

Termination of office

- 71 A Charity Trustee will automatically cease to hold office if:
- 71.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 71.2 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;
 - 71.3 he/she ceases to be a Member of the organisation;
 - 71.4 he/she becomes an employee of the organisation;
 - 71.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 71.6 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;
 - 71.7 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 84);
 - 71.8 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
 - 71.9 he/she is removed from office by a resolution of the Members passed at a Members meeting.
- 72 A resolution under clause 71.7, 71.8 or 71.9 shall be valid only if:
- 72.1 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;
 - 72.2 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
 - 72.3 (in the case of a resolution under paragraph 66.7 or 66.8) at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

Register of Charity Trustees

- 73 The Board must keep a Register of Charity Trustees, setting out
- 73.1 for each current Charity Trustee:
 - 73.1.1 his/her full name and address;
 - 73.1.2 the date on which he/she was appointed as a Charity Trustee; and
 - 73.1.3 any office held by him/her in the organisation;
 - 73.2 for each former Charity Trustee for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
 - 73.2.1 the name of the Charity Trustee;
 - 73.2.2 any office held by him/her in the organisation; and
 - 73.2.3 the date on which he/she ceased to be a Charity Trustee.
- 74 The Board must ensure that the Register of Charity Trustees is updated within 28 days of any change:
- 74.1 which arises from a resolution of the Board or a resolution passed by the Members of the organisation; or
 - 74.2 which is notified to the organisation.
- 75 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

- 76 The Charity Trustees must elect (from amongst the elected and appointed Charity Trustees) a Chair, a Treasurer, a Secretary and such other officers as the Board may from time to time determine.
- 77 No individual may simultaneously occupy two or more of these posts.
- 78 No connected persons as defined by Clause 68 (2) of the Charities and Trustee Investment (Scotland) Act 2005 may simultaneously occupy two or more of these posts. If any of these posts falls vacant, the Board must, within 28 days appoint a replacement. The replacement shall be a member of the Board, or a member co-opted

to the Board to fill the role. If necessary, the maximum number of Board members may be exceeded in order to achieve this. If no eligible replacement can be found within the 28 day period, the Board shall call an Extraordinary General Meeting to consider a resolution to wind up the Museum.

79 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 76.

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

80.1 if he/she ceases to be a Charity Trustee; or

80.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of Board

81 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.

82 A meeting of the Board at which a quorum (see Clause 88 below) is present may exercise all powers exercisable by the Board.

83 The Members may, by way of a resolution passed in compliance with Clause 47 (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

84 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:

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

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

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

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

84.3.2 where any other circumstance 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;

84.4 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.

85 In addition to the duties outlined in clause 84, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

85.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

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

86 Provided he/she has declared his/her interest, and has not voted on the question of whether or not the organisation should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest, and (subject to clause 84.3 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.

87 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.

88 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

Code of Conduct for Charity Trustees

89 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.

90 The Code of Conduct referred to in clause 84 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

- 91 Any Charity Trustee may call a meeting of the Board *or* ask the Secretary to call a meeting of the Board.
- 92 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Board Meetings

- 93 No valid decisions can be taken at a Board meeting unless
- 93.1 a quorum is present. The quorum for Board meetings is 3 Charity Trustees, present in person
- 93.2 and a majority of those present are Members of the organisation.
- 94 A charity trustee may participate in a meeting of the board by means of telephone, video conferencing facility or similar communications equipment as long as all the charity trustees participating in the meeting can hear each other. A charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 95 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 93, the remaining Charity Trustee(s) must fill the vacancies or call a Members' meeting but will not be able to take any other valid decisions.
- 96 The Chair of the organisation should act as chairperson of each Board meeting.
- 97 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.
- 98 Every Charity Trustee has one vote, which must be given personally. For the avoidance of doubt a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 94 will be taken to be given personally for the purposes of this clause.
- 99 All decisions at Board meetings will be made by majority vote.
- 100 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.

- 101 The Board may, at its discretion, allow any person to attend 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.
- 102 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.
- 103 For the purposes of clause 102:
- 103.1 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;
- 103.2 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.

Minutes

- 104 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 105 The minutes to be kept under clause 104 must include the names of those present and (so far as possible) should be signed by the chairperson of the meeting approved by the Board and signed by the Chair.
- 106 The Board shall (subject to clause 107) make available copies of the Board minutes referred to in clause 104 to any member of the public requesting them.
- 107 The Board may exclude from any copy minutes made available to a member of the public under clause 106 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 of Powers

- 108 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.
- 109 The Board may also delegate to any Charity Trustee (or the holder of any other post) such of their powers as they may consider appropriate.
- 110 When delegating powers under clause 108 or 109, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 111 Any delegation of powers under clause 108 or 109 may be revoked or altered by the Board at any time.
- 112 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

- 113 Subject to clause 114, the signatures of two signatories appointed by the Board will be required in relation to all expenditure 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.
- 114 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 113.

Accounting records and annual accounts

- 115 The Board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
- 116 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 or independent examination of the accounts is carried out by a qualified person.

MISCELLANEOUS

Winding-up

- 117 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.
- 118 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.

Alterations to the Constitution

- 119 Prior consent from OSCR is required for certain steps as required by the Charities Act. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 120 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 120.1 any statutory provision which adds to, modifies or replaces that Act; and
- 120.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 115.2 below.
- 121 In this constitution: -
- 121.1 “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;
- 121.2 “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.

Signed:
Name:
Position: Chair
Date:

Signed:
Name:
Position: Secretary
Date