

**CONSTITUTION**  
**of**  
**St Kilda Club SCIO**

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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.

### **Name**

3 The name of the organisation is St Kilda Club SCIO, commonly known as the St Kilda Club (the “Club”).

### **Purposes**

4 The Club’s purposes are:

(a) To advance education for the public benefit about the Archipelago of St Kilda and its environs (“the Islands”) including without prejudice to the foregoing, their outstanding natural beauty, animal and plant life, artefacts, archaeology and their built, cultural and natural heritage; and

(b) To conserve and protect the Islands for the public benefit.

In furtherance *of* the stated Purposes (but not otherwise), the Club shall have power to:

(c) Liaise and work with the National Trust for Scotland ("the NTS"), a registered Scottish charity having the charity number SC007410.

(d) To assist the NTS where ever possible, and when requested, with any aspect of work relating to St Kilda including recruitment and selection of people, volunteers or otherwise, to work for the NTS on or off the Islands.

(e) To make donations to the NTS towards projects or work including research, nominated by the NTS and relating specifically to the Islands and / or included in the NTS management plan or other NTS ruling documents relating to the management of the Islands and including scholarships, bursaries or prizes.

(f) To make contributions or donations to or otherwise assist and subsidise any established charitable institution foundation, body or trust having as or including among their purposes those similar to the stated Purposes especially where related to the Islands and the NTS management plan for the Islands.

## **Powers**

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

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

## **Liability of members**

7 The members of the Club have no liability to pay any sums to help to meet the debts (or other liabilities) of the Club if it is wound up; accordingly, if the Club is unable to meet its debts, the members will not be held responsible.

8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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**

9 The structure of the Club consists of: -

(a) the members - who have the right to attend members' meetings (including any annual members' meeting or "AGM") 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;

(b) the board - who hold regular meetings, and generally control the activities of the Club; for example, the board is responsible for monitoring and controlling the financial position of the Club.

10 The people serving on the board are referred to in this constitution as charity trustees.

## **MEMBERS**

### **Qualifications for membership**

11 Membership is open to any individual, aged 16 or over, upon payment of the annual subscription. The number of members is unlimited.

12 Honorary membership of the charity shall be open to those persons proposed by the board and approved at a members' meeting of the Club. A subscription is not payable for an honorary member. Honorary membership will be for a period of 15 years then the board may renew an honorary membership for a further 15 years and each subsequent 15 years thereafter. An honorary member may continue to pay a subscription but it will be treated as a donation and does not confer any additional rights.

13 Employees of the Club are not eligible for membership.

### **Application for membership**

14 Membership of the Club may be either single or joint. Joint membership is open to two qualifying applicants residing at the same address.

15 Applications for membership shall be in writing and signed by the applicant. applications may be submitted electronically, in which case applications are deemed to have been signed upon submission. The designated membership secretary shall, upon the due admission of any applicant(s) by the board, in accordance with such delegated procedure as the board may from time to time authorise, and upon payment of the subscription, enter the name of the applicant (s) into the register of members whereby the applicant (s) shall become a member of the Club.

16 The board may, at its discretion, refuse to admit any person to membership. If an application is refused the board will return any subscription lodged with them under Clause 15.

17 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.

### **Membership subscription**

18 (a) The annual single and joint subscriptions for membership shall be such sum as may, from time to time, be determined by the board. Such determination may further provide for different classes of membership and differential rates of subscription.

(b) If, within a joint membership, one member is subsequently elected to honorary membership, then the remaining member will be regarded as a single member and the annual single subscription will be due at the time of renewal.

(c) Subscriptions are due on an annual basis, every 12 months from the date of joining the Club.

### **Register of members**

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

(a) for each current member:

(i) their name and address; and

(ii) the date on which they were registered as a member of the Club.

(b) for each former member - for at least six years from the date on which they ceased to be a member:

(i) their name; and

(ii) the date on which they ceased to be a member.

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

(a) which arises from a resolution of the board or a resolution passed by the members of the Club; or

(b) which is notified to the organisation.

21 If a member or charity trustee of the Club 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 will provide a copy which has the addresses blanked out.

### **Withdrawal from membership**

22 Any person who wants to withdraw from membership must give a written or electronic notice of withdrawal to the membership secretary, signed by them. An electronic application to withdraw will be deemed to be signed on submission. They will cease to be a member as from the time when the notice is received by the Club. Any person who ceases to be a member shall not be entitled to any refund of the membership subscription.

### **Transfer of membership**

23 No right or privilege of any member shall be in any way transferable. All such rights and privileges shall cease upon the member ceasing to be such, whether by resignation, insolvency, death or otherwise.

## **Re-registration of members**

24 The board may, at any time, issue notices (in writing or by email) to the members requiring them to confirm that they wish to remain as members of the Club, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board. Such notice will be issued if the member has failed to pay the appropriate subscription within 6 months of its due date.

25 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the Club before the expiry of the 28 days period referred to in clause 24, the board may expel them from membership in accordance with clauses 27 and 28. If a notice has been issued as a result of non-payment of the subscription, such member may be re-instated at the discretion of the board on payment of all arrears of the subscription.

26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation/subscription payment within the 28-day period.

## **Expulsion from membership**

27 Any member may be expelled from the Club if:

- (i) They bring the Club into disrepute; or
- (ii) They use membership of the Club to their own personal advantage by way of misrepresentation etc.; or
- (iii) They commit a criminal act against the Club; or
- (iv) For any matter which the board considers in their discretion could adversely affect the Club.
- (v) They fail to provide confirmation to the board in writing or by email that they wish to remain as a member of the Club in accordance with clause 25.

28 Under clause 27, the board may resolve to expel a member at a board meeting, not less than 2/3rds present voting in favour. At least 21 days' notice of the intention must be given to the member concerned, specifying the grounds for the proposed expulsion.

29 Any member of the Club who has received a notice of proposed expulsion under clause 28, has a right to present their case at the board meeting in person (including by audio or audio/visual link, if available) or in writing before the decision is made by the board.

30 If a member is expelled from the Club, it will be with immediate effect from conclusion of the board meeting at which the vote was made.

### **Termination**

31 Membership of the organisation will terminate on death or on expulsion under clauses 27 and 28.

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

### **Members' meetings**

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

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

34 Notwithstanding clause 32, an AGM does not need to be held during the calendar year in which the Club is formed; but the first AGM must still be held within 15 months of the date on which the Club is formed.

35 The business of each AGM must include: -

- (a) a report by the chair on the activities of the Club;
- (b) consideration of the annual accounts of the Club;
- (c) the election/re-election of charity trustees, as referred to in clauses 75 to 80.

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

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

37 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 Club at the time, providing:

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

38 If the board receive a notice under clause 37, 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**

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

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

- (a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- (b) in the case of any other resolution falling within clause 59. (requirement for two-thirds majority) must set out the exact terms of the resolution.

41 The reference to "clear days" in clause 39 shall be taken to mean that, in calculating the period of notice,

- (a) the day after the notices is posted (or sent by e-mail) should be excluded; and
- (b) the day of the meeting itself should also be excluded.

42 Notice of every member's meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members, or non-receipt of said notice, will not invalidate the proceedings at the meeting.



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

- (a) sent by post to the member, at the address last notified by them to the organisation; *or*
- (b) sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

44 If members and charity trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 46), the notice (or notes accompanying the notice) must:

- (a) set out details of how to connect and participate via that link or links; and
- (b) (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 (if proxy voting forms part of the arrangements);
  - (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;
  - (iv) (where clause 45 applies) submitting questions and/or comments in advance of the meeting.

45 Where a members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) should include a statement inviting members to submit questions and/or comments in advance of the meeting, which the chairperson of the meeting will be expected to read out, and address, in the course of the meeting. The chairperson of the meeting will not be required to read out or address questions or comments if they are of an unreasonable length (individually or taken together), not relevant to the business under discussion, or contain material which is defamatory, racist or otherwise offensive.

## **Procedure at members' meetings**

46 The board may, if they consider appropriate (and must, if this is required under clause 47), 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:

- (a) 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;
- (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 44; and
- (c) 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).

47 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 (a) to (b) of clause 44 will apply.

48 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.

49 The board may, if they consider it appropriate, make arrangements for members and charity trustees to participate in members' meetings by means of a proxy. The proxy must be a member of the Club. References in clauses 44 to 48 to members should be taken to include proxies for members, if proxy voting forms part of the arrangements.

50 The quorum for a members' meeting is 25 members, present in person. No business shall be conducted at a members' meeting unless a quorum is present, notwithstanding the exception in clause 52.

51 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 at the meeting. Equally, if proxy voting forms part of the arrangement, those proxies cast will be deemed to be present in person at the meeting.

52 If a quorum is not present within 30 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 the meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted. Exceptionally, if, at an adjourned meeting, a quorum is not present within 30 minutes after the time at which a members' meeting was due to start, the members present shall be a quorum.

53 The chair of the organisation should act as chairperson of each members' meeting. However, welcoming addresses and introductions may be conducted by the president, vice presidents or a trustee.

54 If the chair of the organisation is not present within 30 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.

55 The chairman may, with the consent of any meeting at which a quorum is present (and shall do so if directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be conducted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. If the meeting is adjourned for more than 30 days, the meeting will be treated as an original meeting.

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

56 Every member has one vote, which must be given personally (subject to clause 62) or by proxy, if proxy voting forms part of the arrangements.

57 If proxy voting is permitted by the board, a member may appoint a proxy to vote on their behalf at any members' meetings; provided

(i) They must give to the Club a proxy form (in such terms as the board requires), signed by them; or

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

(iii) (in either case) the proxy form is received by the Club at the relevant address not less than 72 hours before the time for holding the members' meeting.

(iv) An instrument of proxy which does not comply with these provisions, or which is not lodged or given in accordance with such provisions, shall be invalid.

(v) A member shall not be entitled to appoint more than one proxy to attend on the same occasion. Should the member subsequently attend the meeting in person, the proxy will be invalid and the vote of the person present will be counted.

(vi) Subject to Clause 57 (vii), 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 they are entitled personally).

(vii) 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 they should vote on their behalf in favour of, or against, each resolution - the provisions of clause 57 (vi) shall not apply in relation to the chair, in acting as proxy for those members.

(viii) 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 them to speak at the meeting.

58 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 59.

59 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 67):

- (a) a resolution amending the constitution;
- (b) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- (c) a resolution approving the amalgamation of the Club with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- (d) a resolution to the effect that all of the Club'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);
- (e) a resolution for the winding up or dissolution of the Club.

60 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.

61 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.

62 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

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

64 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 62, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

65 The principles set out in clauses 62 and 64 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member, if proxy voting forms part of the arrangements).

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

66 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:

- (a) a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
- (b) the members' meeting need not be held in any particular place;
- (c) 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);
- (d) 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;
- (e) a member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

### **Written resolutions by members**

67 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**

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

69 Minutes of members' meetings should be signed (so far as possible) by the chairperson of the meeting or the secretary/treasurer. Minutes of the AGM will usually be published in the St Kilda Mail annual magazine distributed to all members.

## **BOARD**

### **Number of charity trustees**

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

- (a) no more than 12 shall be charity trustees who were elected/appointed under clauses 75 to 78 (or deemed to have been appointed under clause 74); and
- (b) no more than 1 shall be charity trustees who were co-opted under the provisions of clause 79.

71 The minimum number of charity trustees is 5.

### **Eligibility**

72 A person shall not be eligible for election/appointment to the board under clauses 75 to 78 unless they are a member of the Club; a person appointed to the board under clause 79 need not, however, be a member of the Club.

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

- (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- (b) an employee of the Club.

### **Initial charity trustees**

74 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Club shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Club. They will be required to retire at the first AGM and thereafter be subject to Clause 75.

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

75 At each AGM, the members may elect any member (unless they are debarred from membership under clause 73) to be a charity trustee. Nominations must be received by the secretary at least 14 days prior to the AGM. Each nomination must be supported by 2 members, the agreement of the nominee must also be given. An election, by simple majority, may be needed if there are more nominations than Trustee posts.

76 The board may at any time co-opt any member (unless they are debarred from membership under clause 73) to be a charity trustee subject to clause 78.

77 Each elected charity trustee will be appointed for a maximum of 5 years before retirement from office. They will then be eligible for re-election for a further term of up to 5 years. These terms of office can be served consecutively.

78 At each AGM, all charity trustees appointed under clause 76 and those reaching the end of their term of office under clause 77 (and, in the case of the first AGM, those deemed to have been appointed under clause 74) shall retire from office – but shall then be eligible for re-election under clause 75.

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

79 In addition to their powers under clause 76, the board may at any time appoint any non-member of the Club to be a charity trustee (subject to clause 70, and providing they are not debarred from membership under clause 73) either on the basis that they have been nominated by a body with which the Club 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.

80 At each AGM, all of the charity trustees appointed under clause 79 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

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

- (a) they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- (b) they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- (c) In the case of a charity trustee elected/appointed under clauses 74 to 78 they cease to be a member of the Club;
- (d) they become an employee of the Club;
- (e) they give the Club a notice of resignation, in writing or submitted electronically, signed by them (if electronically it is deemed to have been signed upon submission);
- (f) they are 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 them from office;
- (g) 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 102);

(h) 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 their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

(i) they are removed from office by a resolution of the members passed at an AGM.

82 A resolution under paragraph (g), (h) or (i) shall be valid only if: -

- (a) 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;
- (b) 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
- (c) (in the case of a resolution under paragraph (g) or (h)) 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**

83 The board must keep a register of charity trustees, setting out: -

- (a) for each current charity trustee:
  - (i) their full name and address;
  - (ii) the date on which they were appointed as a charity trustee; and
  - (iii) any office held by them in the Club;
- (b) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
  - (i) the name of the charity trustee;
  - (ii) any office held by them in the Club; and
  - (iii) the date on which they ceased to be a charity trustee.

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

- (a) which arises from a resolution of the board or a resolution passed by the members of the Club; or
- (b) which is notified to the Club.



85 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 will provide a copy which has the addresses blanked out. - The Club can also omit the name and address of any charity trustee if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

86 The charity trustees must elect (from among themselves) a chair and a treasurer/ secretary.

87 In addition to the office-bearers required under clause 86, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

88 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 86 or 87.

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

- (a) if they cease to be a charity trustee; *or*
- (b) if they give to the Club a notice of resignation from that office, in written or electronic form and signed by them. For the purposes of an electronic notice, it is deemed to have been signed on submission.

### **President and Vice Presidents**

90 The President, supported by the Vice President(s), acts as the figurehead of the Club, providing advice to the Club's charity trustees to enable them to fulfil their responsibilities for the overall governance and strategic direction of the Club as well as representing the Club externally as appropriate. As such they are honorary and advisory roles only.

91 A President and up to 3 Vice Presidents may be elected in accordance with clause 92. Each nomination for President or Vice President must be supported by two members, the agreement of the nominee must also be given. An election, by simple majority, may be needed if there are more nominations than posts. Elections will be held at the AGM.

92 To be eligible for election to the post of President or Vice-President, candidates must, in the opinion of the board, have made a significant contribution to the Club. They must be members of the Club. The President or Vice-President (s) do not necessarily need to be current trustees, the role being honorary/advisory, but, ideally, should have had previous experience of being a charity trustee of the Club. Regardless of whether they are a current charity trustee or not, the roles are also subject to Clauses 73, 81 and 97 to 103.

93 Each elected president or vice president will be appointed for a maximum of 5 years before retirement from office. They will then be eligible for re-election.

## **Powers of board**

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

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

96 The members may, by way of a resolution passed in compliance with clause 59 (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**

97 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Club; and, in particular, must: -

- (a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its purposes;
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
  - (i) put the interests of the Club before that of the other party; or
  - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the Club and refrain from participating in any deliberation or decision of other charity trustees with regard to the matter in question (See also Clause 122);
- (d) ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

98 In addition to the duties outlined in clause 97, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- (a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- (b) that any charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.

99 Provided they have declared their interest - and have not voted on the question of whether or not the Club should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Club in which they have a personal interest; and (subject to clause 100 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

100 No charity trustee may serve as an employee (full time or part time) of the Club; and no charity trustee may be given any remuneration by the Club for carrying out their duties as a charity trustee.

101 The charity trustees may be paid expenses reasonably incurred by them in connection with carrying out their duties. Any expenses paid must comply with the expenses policy prescribed by the board from time to time.

### **Code of conduct for charity trustees**

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

103 The code of conduct referred to in clause 102 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and 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**

104 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board with good reason.

105 The charity trustees shall meet at least once in each year, and may adjourn and otherwise regulate their meetings as they think fit.

106 At least 14 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.

107 As well as in person, charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s). This may be by telephone using dial in details or by a computer 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.

## **Procedure at board meetings**

108 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person (see also Clause 107)

109 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.

110 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 108, 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.

111 The chair of the Club should act as chairperson of each board meeting.

112 If the chair is not present within 30 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.

113 Every charity trustee has one vote, which must be given personally (subject to Clause 118).

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

115 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.

116 The board may if they consider appropriate (and must, if this is required under Clause 117), 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:

(a) 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

(b) 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).

117 If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:

(a) the requirements set out in paragraphs (a) and (b) of clause 116 will apply; and

(b) 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.

118 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.

119 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.

120 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 they are not a charity trustee - but on the basis that they must not participate in decision-making.

121 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 Club; they must withdraw from the meeting while an item of that nature is being dealt with.

122 For the purposes of clause 121: -

(a) 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;

(b) 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.

123 The principles set out in clause 66 (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.

124 A resolution agreed to in writing (or by e-mail) by a majority of the charity trustees then in office shall (subject to clauses 125 and 126) be as valid as if duly passed at a board meeting.

125 A resolution under clause 124 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 126.

126 If a resolution is circulated to the charity trustees under clause 125, 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:

- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- (b) the resolution cannot be treated as valid under clause 124 unless and until that board meeting has taken place;
- (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the charity trustees then in office.

## **Minutes**

127 The board must ensure that proper minutes are kept in relation to all board meetings.

128 The minutes to be kept under clause 127 must include the names of those present, any appointment of officers, and all resolutions and proceedings; and (so far as possible) should be signed by the chairperson of the meeting or the secretary/treasurer.

129 The board must ensure that proper minutes are kept in relation to all sub-committee meetings (see Clause 130). The minutes must include the names of those present, details of all resolutions and proceedings and (so far as possible) should be signed by the chairperson of the meeting.

## **ADMINISTRATION**

### **Delegation to sub-committees**

130 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.

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

132 When delegating powers under clause 130 or 131, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

133 Any delegation of powers under clause 130 or 131 may be revoked or altered by the board at any time.

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

### **Operation of accounts**

135 Subject to clause 136, the board will appoint signatories for the operation of any banking and building society accounts held by Club (other than for the lodging of funds). Currently two signatures are required for all transactions greater than £500 and one signature for transactions up to and including £500. This is subject to variation at the discretion of the board. All signatories must be a charity trustee.

136 Where the Club 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 135 and compliant with the banking online protocols concerned.

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

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

138 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**

139 If the Club 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.

140 Any surplus assets available to the Club 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 Club as set out in this constitution.

### **Alterations to the constitution**

141 This constitution may (subject to clause 142) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 59) or by way of a written resolution of the members.

142 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**

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

(a) any statutory provision which adds to, modifies or replaces that Act; and

(b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.

144 In this constitution: -

(a) "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;

(b) "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.