

**CONSTITUTION**  
**of**  
**Together (Scottish Alliance for Children's Rights)**

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## **GENERAL**

### **Type of organisation**

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

### **Scottish principal office**

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

### **Name**

- 3 The name of the organisation is "Together (Scottish Alliance for Children's Rights)".

### **Purposes**

- 4 The organisation's purposes are:
  - (a) To advance education, particularly in relation to (a) awareness and understanding of children's rights to support collective respect for, protection of and fulfilment of children's rights, (b) international learning and developments within children's rights and (c) issues which are of particular concern for children's human rights.
  - (b) To advance human rights, particularly in relation to (a) improving awareness and understanding of children's human rights and the associated systems and structures which support them (b) supporting wider engagement with international and domestic accountability mechanisms and (c) promoting children and young people's involvement in decisions which affect them
  - (c) To promote equality and diversity particularly in relation to (a) working in an inclusive way, to support diverse engagement (b) advocating for diversity and inclusive practice

### **Powers**

- 5 Together 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 Together 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**

- 7 The members of the Together 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 Together 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 Together, the definition of which is set by the Board and can be reviewed at the request of the membership, consists of:-
  - (a) The NGO Members - who have the right to attend members' meetings (including any annual members' 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; Add ref to clause
  - (b) the Supporter Members – organisations that wish to support the aims and activities of Together but who are not NGO members; Supporters have the right to attend annual members' meetings but have no voting rights
  - (c) the Individual Members - who wish to support the aims and activities of Together; Individuals have the right to attend annual members' meetings but have no voting rights
  - (d) 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.
- 10 The people serving on the board are referred to in this constitution as Charity Trustees.

### **MEMBERS**

- 11 Together is committed to encouraging diversity within its membership, and welcomes applications from all in the hopes that the membership can reflect the diverse communities in Scotland. Each application will be reviewed solely on the qualifications criteria for each type of membership set out in clauses 14 - 16.
- 12 There may be cases where distinct charities share a charity number but are governed as separate organisations, such as research centres hosted at a University. In such instances, separate membership (with associated voting rights and membership fees) under the same charity number may be permitted, provided there is sufficient separation in governance structures. Membership will be at the discretion of the Board.
- 13 NGO Members are entitled to one vote per organisation (as set out in clause 59). However, it is very important to be aware that a constituted group is not an incorporated organisation and is therefore not a legal body in its own right. It has no separate legal identity. Where an NGO Member organisation is not incorporated, a named individual appointed by the NGO Member organisation's committee holds the voting rights.

### **Qualifications for NGO Members**

- 14 Any not-for-profit organisation which fulfils all of the following criteria shall be eligible for consideration as members:
- (i) Contributes to children's human rights as defined in the United Nations Convention on the Rights of the Child (UNCRC) and broader human rights treaties being protected, respected and fulfilled
  - (ii) Commits to acting compatibly with: Together's Vision, Mission and Values; principles enshrined in the UNCRC and; broader human rights treaties
  - (iii) Commits to uphold the responsibilities of Members as outlined in Together's Strategic Plan.
  - (iv) is a registered Scottish charity with OSCR which is based and/or operates within Scotland

### **Qualifications for Supporter Members**

- 15 The following bodies are eligible for consideration as Supporter Members:
- (i) Any statutory body, informal coalition, for profit organisation or group which for any other reason makes membership unfeasible or inappropriate, that is able to contribute to children's human rights being respected, protected and fulfilled.
  - (ii) has signed up and committed to acting compatibly with: Together's Vision, Mission and Values; principles enshrined in the UNCRC and broader human rights treaties.
  - (iii) Commits to uphold the responsibilities of Members as outlined in Together's Strategic Plan.

### **Qualifications for Individual Members**

- 16 Any individual who fulfils the following criteria:-
- (i) is able to contribute to children's human rights being respected, protected and fulfilled.
  - (ii) has signed up and committed to acting compatibly with: Together's Vision, Mission and Values; principles enshrined in the UNCRC and broader human rights treaties.

- (iii) Commits to uphold the responsibilities of Members as outlined in Together's Strategic Plan.

### **Employees of Together**

- 17 Employees and interns of Together are not eligible for any category of membership. Should any member of Together become an employee or intern their membership will cease.

### **Application for membership**

- 18 Organisations, groups and individuals applying to become a member must fulfil formal application procedures and be approved as member through Together's Board of Trustees. The application procedure will be set by the Board of Trustees, and Members, by resolution, can request a review of this procedure.
- 19 In the case of an application to become NGO Members, the application must be signed by an appropriate officer of the body which is applying for membership.
- 20 The board may, at its discretion, refuse to admit any organisation or group to membership.
- 21 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**

- 22 The Trustees shall recommend to the Annual General Meeting the appropriate annual subscriptions payable by the voting members for each year. In some circumstances, fee negotiations or waivers may be possible for NGO Members at the discretion of Together. NGO Members seeking a fee negotiation or waiver should contact Together.
- 23 If the membership subscription payable by any NGO Member remains outstanding six months after the date on which they were invoiced, providing there has been at least one written reminder, membership will be terminated. Such voting member may thereafter be reinstated at the discretion of the Trustees on payment of all arrears of subscription, or may have to re-apply for membership.
- 24 For Supporter Members and Individual Members, no membership subscription will be payable.

### **Register of members**

- 25 The Board of Trustees must keep a register of members, setting out
  - (a) for each current member:
    - (i) their full name and address; and
    - (ii) the date on which they were registered as a member of the organisation;

- 26 Records will be kept in line with our data retention schedule.
- 27 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 organisation; or
  - (b) which is notified to the organisation.
- 28 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.

### **Withdrawal from membership**

- 29 Any individual or organisation that wishes to withdraw from membership must give a written notice of withdrawal to Together, signed by the NGO Member, Supporter Member or Individual Member; they will cease to be a member as from the time when the notice is received by Together.

### **Transfer of membership**

- 30 Membership of Together may not be transferred by a member.

### **Expulsion from membership**

- 31 Members may be expelled from Together for one of the following reasons:
- (i) If any NGO Member, Supporter Member or Individual Member brings Together into disrepute, shows a lack of commitment to Together's mission, vision, values, and/or acts incompatibly with principles enshrined in the UNCRC and broader human rights treaties.
  - (ii) If a member's behaviour or position is, or has the potential to be, detrimental to the interests or reputation of Together, this can be raised by Trustees at a board meeting.
  - (iii) As all members must commit to Together's mission, vision, values, the responsibilities of being a member and acting compatibly with principles enshrined in the UNCRC and broader human rights treaties on registration as a member, Together can use failure to act in line with terms of membership/being a supporter to justify exclusion.
- 32 Exclusion of any member may be put forward by the Board of Trustees, after they have heard the defence of the party concerned and two thirds of Trustees present agree.

- 33 If exclusion is recommended by the board, the member is informed and receives a written notice explaining the reason for exclusion. All membership benefits and rights can be suspended.
- 34 Within two weeks of expulsion, the member is able to appeal that decision. If Together's Director receives any such notice of appeal within that period (time being of the essence), the Trustees shall convene an Extraordinary General Meeting (EGM) for a date no later than two months after the date of expulsion, and the organisation or individual concerned shall be entitled to make representations to the members at that EGM. The board may, at any such EGM, resolve by ordinary resolution that the organisation or individual concerned should be re-admitted to membership or being a supporter.
- 35 Being re-admitted as a member: If re-joining as a member is desired, the organisation or individual must be able to demonstrate how they have taken steps to align with Together's values, mission and vision. Re-admission remains at the discretion of the board.

### **Termination**

- 36 Membership of the organisation will terminate by a member submitting written notice to Together.
- 37 Membership will automatically terminate:
- (i) in the case of an individual, on death;
  - (ii) in the case of a corporate body, on the appointment of an administrator or receiver, on liquidation, on dissolution or on striking-off;
  - (iii) in the case of the member becoming an employee or intern of Together.

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

### **Members' meetings**

- 38 The board must arrange a meeting of members (an annual members' meeting or "AGM") in each calendar year.
- 39 The gap between one AGM and the next must not be longer than 15 months.
- 40 Notwithstanding clause 38, 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.
- 41 The business of each AGM must include:-
- (a) a report by the Chair on the activities of Together;
  - (b) consideration of the annual accounts of Together;

- (c) the election/re-election of charity trustees, as referred to in clauses 84 to **Error! Reference source not found..**

42 All other General Meetings shall be called Extraordinary General Meetings. The Trustees may, wherever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened, but such requisitionists, as provided by Section 368 of the Act. If at any time there are not within Scotland sufficient Trustees capable of acting to form a quorum, any Trustee or any two members of Together may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustee.

43 The Board of Trustees may arrange a special members' meeting at any time.

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

44 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 NGO members) by NGO members who amount to 5% or more of the total membership of the organisation 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.

45 If the board receive a notice under clause 44, 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**

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

47 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 61 (requirement for two-thirds majority) must set out the exact terms of the resolution.

48 The reference to "clear days" in clause 466 shall be taken to mean that, in calculating the period of notice,

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



- 49 Notice of every members' meeting must be given to all the members of the organisation, including NGO Members, Supporter Members and Individual Members, 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.
- 50 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.

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

- 51 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.
- 52 The quorum for a members' meeting is 11 voting members, present in person (as defined in clause 53) or via a duly authorised representative or represented by proxy
- 53 A member may participate in a members' meeting 'in person' by means of physical attendance, a conference telephone, video conferencing facility or similar communications equipment whereby all the individuals (whether members, proxies for Members, authorised representatives of members, or charity trustees) participating in the meeting can hear each other.
- 54 A Member participating in a meeting in the manner referred to in clause 53 shall be deemed to be present in person at the meeting; and any vote which the member casts at the meeting via the communications equipment which is used for this purpose will be deemed to be given by that Member personally.
- 55 The principles set out in clause 54 shall apply (with any necessary modifications) in relation to an individual participating in a meeting in the manner referred to in clause 53, in their capacity as the authorised representative of a Member.
- 56 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.
- 57 The Chair of Together should act as chairperson of each members' meeting.
- 58 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 Vice Chair will chair the meeting. If the Vice Chair is unavailable or unwilling to act as the chair, 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**

- 59 Every NGO member has one vote, which must be given personally as defined in clause 53 (in the case of a corporate body, via its duly authorised representative present at the meeting) or by proxy.
- 60 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 61.
- 61 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 68):
- (a) a resolution amending the constitution;
  - (b) 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);
  - (c) 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);
  - (d) a resolution for the winding up or dissolution of the organisation.
- 62 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.
- 63 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 individuals present at the meeting and entitled to vote) ask for a secret ballot
- 64 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 65 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.
- 66 Resolutions must be recorded, signed and dated by the Chair in the minute of the meeting; or as a written resolution statement.

## PROXIES

- 67 A Member that wishes to appoint a proxy to vote on their behalf at any meeting must lodge written notice with Together in advance of the meeting. This notice must be received by Together no later than 48 hours before the meeting, in a form approved by Trustees, and signed by the NGO Member. Written notice can be submitted through the post, or through email.
- 68 A proxy need not be a member of Together.
- 69 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 70 A proxy appointed to attend and vote at any meeting instead of an NGO Member shall have the power to exercise the rights of the NGO Member they represent.
- 71 Revocation of the proxy is possible through providing written notice to Together, which must be received by Together at least one hour before the meeting commences.
- 72 The principles set out in clauses 63 and 65 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

### **Written resolutions by members**

- 73 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**

- 74 The Board of Trustees must ensure that proper minutes are kept in relation to all members' meetings.
- 75 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **BOARD**

### **Number of charity trustees**

- 76 The maximum number of charity trustees is 10; out of that:
  - (a) the majority of charity trustees shall be elected/appointed under clauses 84 (or deemed to have been appointed under clause 82); and

(b) no more than 3 shall be charity trustees who were co-opted under the provisions of clause 88.

77 The minimum number of charity trustees is 4.

78 The Board of Trustees may further appoint such observers as it may from time to time deem appropriate. Such observers shall not be deemed Trustees and shall therefore have no voting rights.

### **Eligibility**

79 A person shall not be eligible for election/appointment to the board under clauses 84 to 88 unless they are a member of the organisation; a person appointed to the board under clause 88 need not, however, be an NGO Member of the organisation.

80 No more than one individual nominated by each NGO Member may constitute a Trustee at any given time.

81 Trustees must be a member of the PVG Scheme.

82 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;

(b) an employee of the organisation;

### **Initial charity trustees**

83 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO 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**

84 Trustees are elected by NGO Members during relevant AGMs. They shall be elected in accordance with such procedures as the Board of Trustees may prescribe from time to time.

85 Each Trustee is elected for a term of 3 years and elections will be held at the relevant AGM at the end of Trustees' terms.

86 NGO Members may elect any member (unless they are debarred from membership under clause 82 to be a charity trustee).

87 Trustees shall be eligible for re-election for a further term of three years after which such Trustee will be ineligible for re- election until the Annual General Meeting following their retirement.

88 The board may at any time appoint any member (unless they are debarred from membership under clause 82) to be a charity trustee. Any Trustee appointed under

this clause shall hold office as co-opted Trustee only until the next following Annual General Meeting.

### **Termination of office**

89 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 83 to 88) they cease to be a member of the organisation;
- (d) they become an employee of the organisation;
- (e) they give the organisation a notice of resignation, signed by them;
- (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 107);
- (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 a members' meeting.

90 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**

- 91 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 organisation;
  - (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 organisation; and
    - (iii) the date on which they ceased to be a charity trustee.
- 92 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 organisation; or
  - (b) which is notified to the organisation.
- 93 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.

## **Transitional provisions**

- 94 As at the AGM on 20th September 2022, the charity trustees in office shall be deemed to have been appointed on such date prior to 20th September 2022 as such charity trustee was first appointed as a charity trustee and shall be deemed to have served such period or periods as provided for in this constitution as amended.

## **Office-bearers**

- 95 The charity trustees must elect (from among themselves) the Chairperson, Vice-Chairperson and the Treasurer.
- 96 In addition to the office-bearers required under clause 95, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

- 97 All of the office-bearers will be re-appointed annually at the first meeting of the board following the AGM.
- 98 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 organisation a notice of resignation from that office, signed by them.

### **Powers of board**

- 99 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.
- 100 A meeting of the board at which a quorum is present (as outlined in clause 112 – 114) may exercise all powers exercisable by the board.
- 101 The members may, by way of a resolution passed in compliance with clause 61 (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**

- 102 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:-
- (a) seek, in good faith, to ensure that the organisation 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 organisation and any other party:
    - (i) put the interests of the organisation before that of the other party; or
    - (ii) 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;
  - (d) 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.
- 103 In addition to the duties outlined in clause 102, 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 trustee who has been in serious or persistent breach of those duties is removed as a trustee.
- 104 Provided they have declared their interest - and have 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 105 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.
- 105 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 106 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

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

- 107 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.
- 108 The code of conduct referred to in clause 107 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**

- 109 Any charity trustee may call a meeting of the board *or* ask the chair to call a meeting of the board.
- 110 The Trustees shall meet at least four times in each year, and may adjourn and otherwise regulate their meetings as they think fit.
- 111 At least 7 days' written 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**

- 112 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 4 charity trustees, present in person.
- 113 A charity trustee may participate in a meeting of the Board of Trustees by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can communicate with each other.
- 114 A charity trustee participating in a meeting in the manner referred to in clause 113 shall be deemed to be present in person at the meeting; and any vote cast at the meeting via the communications equipment which is used for this purpose will be deemed to be given personally.
- 115 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 112, 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.
- 116 The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall preside at meetings of the Trustees. In the absence of both the Chairperson and Vice-Chairperson, the Trustees present shall choose one of their number to be chairperson of the meeting
- 117 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.
- 118 Every charity trustee has one vote, which must be given personally.
- 119 All decisions at board meetings will be made by majority vote.
- 120 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.

- 121 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.
- 122 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.
- 123 For the purposes of clause 122: -
- (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.

## **Minutes**

- 124 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 125 The minutes to be kept under clause 119 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 126 The board shall (subject to clause 127) make available copies of the minutes referred to in clause 124 to any member of the public requesting them.
- 127 The board may exclude from any copy minutes made available to a member of the public under clause 126 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

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

- 128 The board may delegate any of their powers to sub-committees; a sub-committee must include at least three charity trustees, but other members of a sub-committee need not be charity trustees.
- 129 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.

- 130 When delegating powers under clause 128 or 129, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 131 Any delegation of powers under clause 128 or 1299 may be revoked or altered by the board at any time.
- 132 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**

- 133 Subject to clause 134, 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.
- 134 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 133.

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

- 135 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 136 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit or examination 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 accounts are examined or audited by a suitably qualified professional as required by OSCR.

## **MISCELLANEOUS**

### **Winding-up**

- 137 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.
- 138 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**

- 139 This constitution may (subject to clause 140) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 61) or by way of a written resolution of the members.

- 140 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**

- 141 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.

- 142 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;

“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.