

# CONSTITUTION OF SCOTTISH WILD LAND GROUP SCIO - GENERAL

## Type of organisation

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

## Scottish principal office

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

## Name

2. The name of the organisation is "**Scottish Wild Land Group SCIO**".

## Purposes

3. The organisation's purposes are:
  - 3.1. to promote the conservation of wild land in Scotland;
  - 3.2. to promote public awareness of problems facing wild land in Scotland including man-made developments and reductions in biodiversity;
  - 3.3. to promote and encourage the implementation of good planning and other policies consistent with these objects, and
  - 3.4. to co-operate with other bodies to promote the foregoing objects.

## Powers

4. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
5. 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 its existence or upon its dissolution, except where this is done in direct furtherance of the organisation's charitable purposes.

## **Liability of members**

6. The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
7. The members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005 and clause 6 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**

8. The structure of the organisation consists of members and the Steering Committee. Subject to the provisions of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 and all other relevant legislation:
  - 8.1. the members have the right to exercise all the powers granted them by this constitution, in particular to elect members to serve on the Steering Committee; to determine the strategic goals and actions of the organisation and to direct the Steering Committee to pursue them; and to take decisions on changes to the constitution itself; and
  - 8.2. the Steering Committee have the right to exercise all the powers of the organisation and the right and obligation to manage the activities of the organisation in pursuit of its purposes.
9. Individuals (whether members or not) serving on the Steering Committee are referred to in this constitution as Charity Trustees.

## **MEMBERS**

### **Qualifications for membership**

10. Membership is open to any individual aged 16 or over who supports the purposes of the organisation.
11. Employees of the organisation are not eligible for membership.

### **Application for membership**

12. Any person who wishes to become a member of the organisation must submit to the Steering Committee an application in writing, together with a remittance of their membership subscription for the year, or a Banker's Order to pay that subscription. The Steering Committee may, for convenience, publish a prescribed form of application setting out the information required.
13. The Steering Committee may refuse to admit any person to membership. If the Steering Committee refuses an application, it must notify the applicant promptly (in writing or by e-mail) of its decision and must refund any subscription paid for the year. The Steering Committee is not required to give any reason for its refusal.
14. The Steering Committee must not refuse an application for membership on the grounds of race, colour, nationality, disability, age, sex or sexual orientation or any other protected characteristic in terms of the Equality Act 2010.

### **Classes of membership**

15. The Steering Committee is empowered to create classes of membership and to set the rights and privileges of each class, except that no class of membership may be created that enjoys greater voting rights than ordinary members of the organisation. Classes of membership may include (without limitation):
  - 15.1. Life membership;
  - 15.2. Family membership; and
  - 15.3. Honorary membership

### **Subscriptions**

16. Members are required to pay an annual membership subscription, which is to be determined annually by the Steering Committee for each class of membership.
17. In determining the annual subscription, the Steering Committee must take due account of (i) all costs reasonably likely to be incurred by the organisation in fulfilling its objectives for that year; (ii) any other income (restricted or unrestricted) that it reasonably likely to be received by the organisation during the year; and (iii) the organisation's reserves policy.
18. The subscription set by the Steering Committee each year is a minimum subscription;

members may (and are encouraged to) pay a subscription above the minimum. All additional subscriptions paid by members are to be considered unrestricted donations to the organisation.

19. When determining the subscription for the year the Steering Committee will also set the date by which it must be paid. Any individual who fails to pay a subscription by that date, having been reminded of such failure in writing or by e-mail at least once, shall cease to be a member at the end of the calendar year.

### **Register of members**

20. The Steering Committee must keep a register of members, setting out for each member:
  - 20.1. their full name and current address;
  - 20.2. the date on which they were registered as a member of the organisation; and
  - 20.3. the date (if any) upon which they ceased to be a member.
21. The Steering Committee must retain in the register of members records of past members for a period of six years from the date on which a person ceased to be so, but need not maintain a current address or other contact details for such past members and shall only retain such personal information regarding each as is permitted under the Data Protection Act 2018.
22. The Steering Committee must ensure that the register of members is updated within 28 days of any change:
  - 22.1. which arises from a resolution of the Steering Committee or a resolution passed by the members of the organisation; or
  - 22.2. which is notified to the organisation.
23. Any member of the organisation may request a copy of the register of members from the Steering Committee.
  - 23.1. A member requesting a copy of the register must do so in writing, setting out the reason why they have need of such a copy and stating whether or not they require the contact details of members.
  - 23.2. Unless the Steering Committee consider a request made by a member to be unreasonable it must supply a copy of the register to the member making the request within 28 days of receipt of their request. If the Steering Committee considers a request to be unreasonable it may decline to provide a copy of the register, but it must explain to the member why their request has been declined.
  - 23.3. To preserve the privacy of members' contact information, unless the Steering Committee are of the opinion that provision of members' contact details will (i) not be in breach of the organisation's duties under the Data Protection Act 2018; and (ii) it is in the best interests of the organisation and/or its members (as individuals) to provide them, such details should be redacted from the copy provided.

24. All Charity Trustees are entitled to request and receive a copy of the register of members on demand, providing always that they must regard the information therein as confidential and to be used solely for the benefit of the organisation.

#### **Withdrawal from membership**

25. Any person wishing to withdraw from membership of the organisation must give a written notice of withdrawal to the Steering Committee, signed by them. A withdrawing member will cease to be a member as from the time when the notice is received. A withdrawing member's subscription will not be refunded.

#### **Transfer of membership**

26. Membership of the organisation may not be transferred.

#### **Expulsion from membership**

27. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
  - 27.1. 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;
  - 27.2. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

#### **Termination**

28. Membership of the organisation will terminate on death. The Steering Committee may, on receipt of written notice of a member's death, refund any annual subscription paid by the deceased *pro rata* the date of receipt of notice.

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

### **Members' meetings**

29. The Steering Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
30. The interval between one AGM and the next must not be longer than 15 months.
31. Notwithstanding clause 29, 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.
32. The business of each AGM must include:
  - 32.1. a report by the Convenor on the activities of the organisation;
  - 32.2. consideration of the annual accounts of the organisation;
  - 32.3. the election/re-election of Charity Trustees, as referred to in clauses 74 to 77.
33. The Steering Committee may arrange a special members' meeting at any time.
34. Any meeting of the members (including any AGM) may be held in person, by video or teleconference or similar means of electronic communication, or by a combination thereof, if such is considered necessary or beneficial by the Steering Committee.

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

35. The Steering Committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
  - 35.1. the notice states the purposes for which the meeting is to be held; and
  - 35.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other relevant legislation.
36. If the Steering Committee receives a notice under clause 35, 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**

37. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
38. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 38.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

- 38.2. in the case of any other resolution falling within clause 52 (requirement for two-thirds majority) must set out the exact terms of the resolution.
39. Notice of every members' meeting must be given to all the members of the organisation, and to all the Charity Trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
40. Any notice which requires to be given to a member under this constitution must be:
- 40.1. sent by post to the member, at the address last notified by them to the organisation;  
or
- 40.2. sent by e-mail to the member, at the e-mail address last notified by them to the organisation.
41. For the avoidance of doubt, providing that it meets the requirements of clause 37 (period of notice), a notice that is set out within or included with any periodic publication of the organisation that is sent to all members will be considered to satisfy the requirements of clause 40.
42. The Steering Committee may post papers adjunct to any notice (including the agenda for members' meeting, the wording of resolutions proposed and supporting documentation) on the organisation's website. All papers so posted are to be considered as having been distributed with the notice, providing that:
- 42.1. the URL of the relevant papers is clearly stated in the written notice;
- 42.2. all such papers are available in a readily accessible format suitable for printing by members (such as "PDF", Portable Document Format); and
- 42.3. printed copies are made available to members in a timely manner on request to a Charity Trustee named in the notice.

## **PROCEDURE AT MEMBERS' MEETINGS**

### **Chairperson**

43. The Convenor should act as chairperson of each members' meeting.
44. If the Convenor 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 the meeting.

### **Quorum**

45. No valid decisions can be taken at any members' meeting unless a quorum is present.
46. The quorum for a members' meeting is 15, (or, if fewer, one tenth of the total membership of the organisation, rounded down to the nearest whole number if 1/10<sup>th</sup> is not a whole number), present in person or virtually or represented by a proxy.
47. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start the meeting cannot proceed. In such circumstances a further meeting must be convened, for which fresh notice is required pursuant to clause 37.
48. If, having commenced, a members' meeting ceases to be quorate no further business shall be considered until a quorum can be re-established. Those Charity Trustees present at the meeting must determine whether it is practicable to regain a quorum within a reasonable period of time, failing which they must set a date and time at which to reconvene the meeting and the chairperson of meeting must adjourn the meeting to that date. The date of the reconvened meeting should, if reasonably practicable, be not less than five and not more than twenty-eight days after the day and date of the adjourned meeting.
  - 48.1. The purpose of the reconvened meeting is solely to conduct the remainder of the business of the adjourned meeting and no new business may be tabled at or for it. For the avoidance of doubt, business that might competently have been raised at the adjourned meeting as "any other business" (or any similar designation) may be addressed at a reconvened meeting.
  - 48.2. Notice of the time and date of the reconvened meeting must be given to all members as soon as is reasonably practicable after the original meeting is suspended, and in any case not less than five clear days before the date of the reconvened meeting.

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

49. Every member has one vote.
50. A member may vote personally or may appoint a proxy to vote on his or her behalf pursuant to clause 56.



51. Except for the types of resolution listed in clause 52 all decisions at members' meetings will be made by majority vote.
52. 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 62):
  - 52.1. a resolution amending the constitution;
  - 52.2. a resolution expelling a person from membership under clause 27;
  - 52.3. a resolution directing the Steering Committee to take any particular step (or directing the Steering Committee not to take any particular step);
  - 52.4. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
  - 52.5. a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
  - 52.6. a resolution for the winding up or dissolution of the organisation.
53. 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.
54. Unless the chairperson and at least ten other members present at the meeting (whether in person, virtually or by proxy) calls for a secret ballot, any resolution put to a vote at a members' meeting will be decided on a show of hands. Provision must be made to include members attending virtually in all votes.
55. The chairperson will decide how any secret ballot is to be conducted, and must declare the result of the ballot at the meeting.

### **Proxies**

56. A member may appoint any other member, any Charity Trustee or the chairperson of the meeting to act as their proxy at any members' meeting. The appointment of a proxy must be in writing, signed and dated by the member. The appointment must include voting directions consistent with clause 57 below.
57. A member may instruct their proxy to vote in accordance with their prior written instruction or may authorise their proxy to vote on any matter as the proxy deems fit.
58. A proxy attending in person must produce his or her appointment to the chairperson of the meeting as soon as is reasonably practicable after the meeting is opened, and in any event at the commencement of a vote.
59. A proxy attending virtually must ensure that his or her appointment (including any voting instructions) is in the hands of the Convenor no later than close of business on the day

before the members' meeting at which he or she is to act.

60. A member who has appointed a proxy may still attend, speak and vote at the members' meeting. Attendance of the member renders their proxy's appointment void so that the proxy can no longer act for the member whose appointment he or she held.
61. The Steering Committee may prescribe a form of proxy and voting instructions for a members' meeting and include it with notice of the meeting, but the chairperson may not decline to recognise an appointment in any form that is consistent with clause 56.

### **Written resolutions**

62. A resolution circulated to all the members of the organisation in writing (including by e-mail) and agreed by the members will be as valid as if it had been passed at a members' meeting. All such written resolutions shall state a closing date for voting that is not less than 21 clear days after the date on which it is circulated to the members and the date of the resolution (if passed) will be taken to be that date.
63. The quorum for a written resolution shall be one-fifth of the total membership (rounded down to the nearest whole number if  $1/5^{\text{th}}$  is not a whole number).
64. The rules set out in clauses 51 and 52 apply to written resolutions equally as to votes at a members' meeting.
65. Where reasonably practicable the Steering Committee must establish an email or messaging group, bulletin board or similar forum in which members can discuss the written resolution and provide details of how members can subscribe to the same along with the written resolution.
66. A member may not appoint a proxy to vote on their behalf in respect of a written resolution.

### **Minutes**

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

## **STEERING COMMITTEE**

### **Number of charity trustees**

69. The maximum number of Charity Trustees is 12.
70. The minimum number of Charity Trustees is 3.

### **Eligibility**

71. A person shall not be eligible for election/appointment to the Steering Committee under clauses 74 to 77 unless they are a member of the organisation.
72. A person will not be eligible for election or appointment to the Steering Committee if they are:
  - 72.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 72.2. an employee of the organisation.

### **Initial charity trustees**

73. 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**

74. At each AGM, the members may elect any member (unless they are debarred from membership under clause 72) to be a Charity Trustee.
75. The Steering Committee may at any time appoint any member (unless they are debarred from membership under clause 72) to be a Charity Trustee.
76. At each AGM, all of the charity trustees elected/appointed under clauses 74 and 75 (and, in the case of the first AGM, those deemed to have been appointed under clause 73) shall retire from office, but shall then be eligible for re-election under clause 74.
77. A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
  - 77.1. they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
  - 77.2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 77.3. a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

### **Termination of office**

78. A charity trustee will automatically cease to hold office if:
- 78.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 78.2. 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;
  - 78.3. they cease to be a member of the organisation;
  - 78.4. they become an employee of the organisation;
  - 78.5. they give the organisation written notice of resignation, signed by them;
  - 78.6. they are absent (without good reason, in the opinion of the Steering Committee) from more than three consecutive meetings of the Steering Committee, but only if the Steering Committee resolves to remove them from office;
  - 78.7. they are removed from office by resolution of the Steering Committee 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 96);
  - 78.8. they are removed from office by resolution of the Steering Committee 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
  - 78.9. they are removed from office by a resolution of the members passed at a members' meeting.
79. A resolution under clause 78.7, 78.8 or 78.9 shall be valid only if:
- 79.1. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 79.2. 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
  - 79.3. (in the case of a resolution under clause 78.7 or 78.8) at least two thirds (rounded down to the nearest whole number if two thirds is not a whole number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

80. The Steering Committee must keep a register of Charity Trustees, setting out for each Charity Trustee:
- 80.1. their full name and current address;
  - 80.2. the date on which they were elected or appointed as a Charity Trustee;
  - 80.3. any offices held by the Charity Trustee
  - 80.4. the date (if any) upon which they ceased to be a Charity Trustee.

81. The Steering Committee must retain in the register of trustees records of past Charity Trustees for a period of six years from the date on which a Charity Trustee ceased to be so, but need not maintain a current address or other contact details for such past Charity Trustees and shall only retain such personal information regarding each as is permitted under the Data Protection Act 2018.
82. The Steering Committee must ensure that the register of charity trustees is updated within 28 days of any change:
  - 82.1. which arises from a resolution of the Steering Committee or a resolution passed by the members of the organisation; or
  - 82.2. which is notified to the organisation.
83. The register of trustees is a public document and any person, whether a member or not, may request a copy.
  - 83.1. The Steering Committee must ensure that a copy is supplied to the person making the request within 28 days of receipt of a request.
  - 83.2. If the request is made by a person who is not a Charity Trustee, the Steering Committee may seek assurances from the person requesting the copy as to the use to which the information contained therein will be put and how it will be controlled. If the Steering Committee conclude that including the full information on each Charity Trustee might jeopardise the safety or security of any person or premises, it may (and should) provide a copy of the register that has the addresses and contact details of Charity Trustees redacted.

### **Office-bearers**

84. The charity trustees must elect (from among themselves) a Convenor, a Treasurer, an Editor and a Membership Secretary.
85. In addition to the office-bearers required under clause 84, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
86. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 84 or 85.
87. A person elected to any office will automatically cease to hold that office:
  - 87.1. if they cease to be a charity trustee; or
  - 87.2. if they give to the organisation a notice of resignation from that office, signed by them.

### **Powers of Steering Committee**

88. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Steering Committee; and the Steering Committee may exercise all the powers of the organisation.

89. A meeting of the Steering Committee at which a quorum is present may exercise all powers exercisable by the Steering Committee.
90. The members may, by way of a resolution passed in compliance with clause 52 (requirement for two-thirds majority), direct the Steering Committee to take any particular step or direct the Steering Committee not to take any particular step; and the Steering Committee shall give effect to any such direction accordingly.

### **Charity trustees — general duties**

91. In exercising his or her function as a Charity Trustee every member of the Steering Group has a duty to act in the best interests of the organisation; and in particular must:
  - 91.1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 91.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 91.3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party (including himself or herself):
    - 91.3.1. put the interests of the organisation before that of the other party; and
    - 91.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question; and
  - 91.4. 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.
92. In addition to the duties outlined in clause 91, the Charity Trustees, both individually and collectively, must take such steps as are reasonably practicable for the purpose of ensuring that:
  - 92.1. any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
  - 92.2. any Charity Trustee who has been in serious and persistent breach of those duties is removed from the Steering Committee.
93. Provided that a Charity Trustee has (i) declared his or her interest and (ii) has not voted on the question of whether or not the organisation should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 94 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.

94. 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.
95. The charity trustees may be reimbursed 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**

96. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Steering Committee from time to time.
97. The code of conduct referred to in clause 96 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 steering committee meetings**

98. Any Charity Trustee may call a meeting of the Steering Committee or ask the Convenor to call a meeting of the Steering Committee.
99. Meetings of the Steering Committee may be held in person, by video or teleconference or similar means of electronic communication, or by a combination thereof.
100. At least 7 days' notice must be given of each Steering Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at steering committee meetings**

101. No valid decisions can be taken at a Steering Committee meeting unless a quorum is present; the quorum for Steering Committee meetings is three Charity Trustees, present in person or virtually.
102. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 101, the remaining charity trustee(s) have power to fill the vacancies or call a members' meeting, but cannot take any other valid decisions.
103. The Convenor of the organisation should act as chairperson of each Steering Committee meeting.
104. If the Convenor 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.
105. Every charity trustee has one vote, which must be given personally.
106. All decisions at Steering Committee meetings will be made by majority vote.
107. 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.
108. The Steering Committee may, at its discretion, allow any person to attend and speak at a Steering Committee meeting notwithstanding that they are not a Charity Trustee, but such a person must not participate in decision-making.
109. A charity trustee must not vote at a Steering Committee meeting 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.



110. For the purposes of clause 109:
- 110.1. 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;
- 110.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### **Minutes**

111. The Steering Committee must ensure that proper minutes are kept in relation to all Steering Committee meetings.
112. The minutes to be kept under clause 111 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **ADMINISTRATION**

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

113. The Steering Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
114. The Steering Committee must prepare annual accounts in a form that complies with the Charities and Trustee Investments (Scotland) Act 2005 and all relevant legislation and fully meet the requirements of the Scottish Charity Regulator, including an Independent Examination; if an audit is required under the said Act or any relevant legislation, or if the Steering Committee consider that an audit would be appropriate for some other reason, the Steering Committee must ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

115. 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.
116. 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**

117. This constitution may (subject to clause 118) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 52) or by way of a written resolution of the members.
118. 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 Scottish Charity Regulator (OSCR).

### **Governing law and interpretation**

119. This constitution is to be read and construed according to the law of Scotland.
120. References to Acts of the Scottish or United Kingdom Parliaments should be taken to include:
  - 120.1. any statutory provision which adds to, modifies or replaces the relevant Act;  
and
  - 120.2. any statutory instrument issued in pursuance of the relevant Act or in pursuance of any statutory provision falling under clause 120.1 above.
121. In this constitution:
  - 121.1. In respect of a period of notice, "clear days" means that, in calculating such period of notice:
    - 121.1.1. To allow for delivery, the day after the notices are posted (or sent by e-mail) should be excluded; and
    - 121.1.2. the day of the meeting or event itself should also be excluded.
  - 121.2. "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;
  - 121.3. "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.

- 121.4. “relevant legislation” means any primary or secondary legislation of the Scottish or UK Parliaments with which the organisation and/ or the Charity Trustees must comply and, where the context permits, includes all rules, regulations and guidance issued by any body (principally the Office of the Scottish Charity Regulator) having regulatory authority over the organisation.
- 121.5. “include” (and derivatives thereof) when followed by a list of one or more species should be read as illustrative and not restrictive.
- 121.6. In respect of a meeting, “present virtually” or “attending virtually” means to participate in a meeting by means of video or teleconferencing whereby the person attending virtually can (as a minimum) hear and speak to all other participants (albeit that this may be moderated through the chairperson).