

Proposed amendments to the Haemophilia Scotland Constitution

Explanatory Note

This note explains the changes to the Constitution (attached) which are proposed by the trustee board. They arise from recent changes in legislation relating to charities in Scotland (these are shown in red type on the copy Constitution) and some practical changes which will simplify the workings of the charity (these are shown in blue type on the copy Constitution).

These proposed amendments will be put to the AGM as a single proposal to adopt the changes set out, unless a member asks for any amendment to be subject of a separate vote. Adoption requires that two thirds of the members present, or via proxy, vote in favour of the amendments.

(i) **Change to Legislation**

As a consequence of the implementation in the Summer of changes to charity law in Scotland, certain rules and regulations are changing. These include new requirements at Clause 67 for:

- (a) Publication of trustee names
- (b) Provision to the Office of the Scottish Charity Regulator (OSCR) of personal details of trustee contact details
- (c) Publication of all charity accounts by OSCR
- (d) Rules about disqualification of persons from becoming a trustee (Clause 58)
- (e) Application of the disqualification rules to those with a senior management position within the organisation (Clause 107).

To account for these changes we need to amend our Constitution. Additionally provisions for the timescale for updating the registers of members and trustees is being amended from 28 days to 10 working days to make sure that information on the OSCR web site is updated promptly (clauses 20 and 68). Other timescales for providing notices or information have been standardised in many cases to 10 or 20 working days for consistency e.g. Clauses 21, 25, 26, 27 and 28.

(ii) **Other proposed changes**

The opportunity has been taken to review the Constitution generally and the following amendments are put forward for consideration (amendments shown in blue type):

Numbering System

- (a) Simplification of the numbering system (these changes are not highlighted on the copy Constitution).

Role of Vice Chair

- (b) Inclusion of provision for the appointment of a vice chair – at present this is a discretionary appointment. The role of vice chair in acting for the chair at meetings is made explicit (clauses 44, 45, 88 and 89).

Signing of Minutes

- (c) Clarification of the arrangements for the signing of trustee minutes (clauses 54 and 97).

Removal of Trustee

- (d) Simplification of the procedure to be followed where a trustee either:
- 1) Is absent from more than three consecutive meetings of the trust board (clause 65(3)(d)); or
 - 2) Has committed a material breach of the code of conduct (clause 65(3)(e)); or
 - 3) Is considered to have been in serious breach of the trustees obligations under Section 66(1) or (2) of the Charities and Trustees Investment (Scotland) Act 2005 (clause 65(3)(f)). This relates to the general duties of a charity trustee.

Clause 66 specifies the procedures which must be followed by the trustee board in taking a decision to remove a trustee under the above provisions. The proposal is to amend these procedures to account for a situation where a charity trustee does not engage with the trustee board. Also currently the constitution is lacking in certainty over what constitutes a “reasonable period” and an “opportunity” under the procedures.

The current provision in clause 66 is as follows:

“66 A resolution under paragraph 65.3(d), 65.3(e) or 65.3(f) shall be valid only if:

- 66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed.
- 66.2 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
- 66.3 in the case of a resolution under paragraph 65.3(d) or 65.3(e) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.”

It is proposed to change this to read:

“66 A resolution under paragraph 65.3(d), 65.3(e) or 65.3(f) shall be valid only if:

- 66.1 the charity trustee who is the subject of the resolution is given 28 days written notice to his/her last known home or e-mail address of the grounds upon which the resolution for his/her removal is to be proposed and the date when the proposal will

- be considered.*
- 66.2 *The charity trustee concerned may within the 28 day period make a written representation to the chair of trustees or make oral representations at the meeting called to consider a motion for removal, prior to the resolution being put to the vote.*
- 66.3 *in the case of a resolution under paragraph 65.3(d) or 65.3(e) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.*
- 66.4 *If the trustee fails to respond within the timescale at 66.2, the trustee board shall be entitled to proceed with a resolution for removal.*
- 66.5 *Any decision to remove a trustee shall be communicated to his/her last known home or e-mail address and shall take effect immediately.”*

Break in Trustee’s Appointment

- (e) Introduction of a provision via Clauses 60, 61 and 62 that allows trustees to serve for no more than six years without break in appointment of at least one year. This is being proposed to provide greater opportunity for new members to join the trustee board. The provision will force the creation of vacancies on the trustee board every few years, whereas currently trustee tend to be re-elected year on year.

31 July 2025



SCIO Constitution

CONSTITUTION OF HAEMOPHILIA SCOTLAND SCIO

Adopted: 14 May 2015

Ratified: 30 May 2015

Amended: 17 July 2016

Amended: 19 May 2018

Amended: 24 August 2024

Draft Amendments to be proposed at AGM August 2025

CONSTITUTION
 of
HAEMOPHILIA SCOTLAND

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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 “Haemophilia Scotland.”

Purposes

- 4 The organisation’s purposes are:
 - 4.1.1 To further as a primary objective the health, education, wellbeing, and the social and economic welfare of all those in Scotland with a bleeding disorder and their families.
 - 4.1.2 To further the health, education, and the social and economic welfare of the haemophilia and bleeding disorders community in Scotland and internationally. And in furtherance thereof:
 - 4.1.2(a) To bring together individuals and organisations that share such interests.
 - 4.1.2(b) Where possible, to cultivate reciprocal relations with organisations that have similar aims, relevant health, social welfare and educational objectives or which may otherwise support or benefit the Scottish Charitable Incorporated Organisation (SCIO).

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 The power at clause 5 includes a power vested in the board of trustees to appoint a person who is not a trustee, to act as Special Adviser to the board, or spokesperson on behalf of the charity on any matter.
- 7 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation’s existence or on dissolution - except where this is

done in direct furtherance of the organisation's charitable purposes.

Liability of members

- 8 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.
- 9 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

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

MEMBERS

Qualifications for membership

- 12 Membership is open to any individual who is interested in supporting the objects of Haemophilia Scotland.
- 13 Employees of the organisation are not eligible for membership.

Application for membership

- 14 Any person who wishes to become a member must make a written application for membership; the application will then be considered by an individual with delegated authority from the board.
- 15 The board may, at its discretion, refuse to admit any person to

- membership.
- 16 Any unsuccessful applicant must be promptly informed (in writing or by e-mail) of the decision not to admit him/her to membership.
- 17 Any refused applicant may make a written submission to the board to appeal this decision.

Membership subscription

- 18 No membership subscription will be payable.

Register of members

- 19 The board must keep a register of members, setting out:
- 19.1 for each current member:
- (a) his/her full name and address; and
 - (b) the date on which he/she was registered as a member of the organisation.
- 19.2 for each former member - for at least six years from the date on he/she ceased to be a member:
- (a) his/her name; and
 - (b) the date on which he/she ceased to be a member.
- 20 The board must ensure that the register of members is updated within **10 working** 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.
- 21 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 him/her within **10 working** days,
- 22 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

- 23 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Re-registration of members

- 25 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of **20 working** days (running from the date of issue of the notice) to provide that confirmation to the board.
- 26 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the **20 working day** period referred to in clause 25, the board may expel him/her from membership.
- 27 A notice under clause 25 will not be valid unless it refers specifically to the consequences (under clause 26) of failing to provide confirmation within the **20 working day** period.

Expulsion from membership

- 28 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: -
- 28.1 at least **20 working day's** notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
- 28.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

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

- 30 The gap 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 chair 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 60 to 62.
- 33 The board may arrange a special members' meeting at any time.

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

- 34 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 organisation at the time, providing:
- 34.1 the notice states the purposes for which the meeting is to be held; and
- 34.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 35 If the board receive a notice under clause 34, 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

- 36 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 37 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 37.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 37.2 in the case of any other resolution falling within clause 48

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

- 38 The reference to “clear days” in clause 36 shall be taken to mean that, in calculating the period of notice,
- 38.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 38.2 the day of the meeting itself should also be excluded.
- 39 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 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 him/her to the organisation; *or*
- 40.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members’ meetings

- 41 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 42 The quorum for a members' meeting is 10% of persons entitled to vote, each being a member or a proxy for a member.
- 43 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.
- 44 The chair of the organisation should act as chairperson of each members' meeting, **if present.**
- 45 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, if present, shall preside. In the vice chair’s absence,** the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 46 Every member has one vote, which may be given either personally, by proxy, by post, or electronically.
- 46.1 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by him/her.
- 46.2 A proxy need not be a member of the organisation.
- 46.3 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 46.4 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.
- 48 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 in advance of the meeting by post or electronically (or if passed by way of a written resolution under clause 52):
- 48.1 a resolution amending the constitution.
- 48.2 a resolution expelling a person from membership under article 27.
- 48.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step).
- 48.4 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);
- 48.5 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).
- 48.6 a resolution for the winding up or dissolution of the organisation.
- 49 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.

- 50 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as proxies for members) ask for a secret ballot.
- 51 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

- 52 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

- 53 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 54 Minutes of members' meetings must include the names of those present **and should be signed by the chair of trustees signifying their accuracy once approved by a meeting of trustees.**

BOARD

Number of charity trustees

- 55 The maximum number of charity trustees is 12; out of that, no more than 4 shall be charity trustees who were co-opted under the provisions of clauses 63 and 64.
- 56 The minimum number of charity trustees is 4.

Eligibility

- 57 A person shall not be eligible for election/appointment to the board under clauses 60 to 62 unless he/she is a member of the organisation; a person appointed to the board under clause 63 need not, however, be a member of the organisation.
- 58 **A person will not be eligible for election or appointment to the board if he/she is** disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Initial charity trustees

- 59 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

- 60 At each AGM, the members may elect any member:
- (a) unless he/she is debarred from membership under clauses 57 or 58 to be a charity trustee; or
 - (b) he/she has been a charity trustee for six years on the anniversary of his/her election.**
 - (c) In the case of (b) the retiring trustee must have a break from being a charity trustee of a least one year before being eligible for election**
- 61 The board may at any time appoint any member **(unless he/she falls within the definition at clause 60 (a) or (b)).**
- 62 At the first AGM, one third (to the nearest round number) of the charity trustees (disregarding for this purpose those appointed under clause 61) shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 62.2 At each AGM (other than the first)
- (a) Any charity trustees appointed under clause 61 or 63 during the period since the preceding AGM shall retire from office.
 - (b) Out of the remaining charity trustees (disregarding for this purpose those appointed under clause 62.2(a)), one third (to the nearest round number) shall retire from office.
 - (c) The charity trustees to retire under paragraph 62.2(b) shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
 - (d) A charity trustee who retires from office under clause 62.1 or 62.2 shall be eligible for re-election, subject to the provisions of clause 60.**
- 62.3 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- (a) He/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - (b) An election process was held at the AGM, and he/she was not among those elected/re-elected through that process; or
 - (c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

(d) Clause 60 applies.

Appointment/re-appointment of co-opted charity trustees

- 63 In addition to their powers under clause 60, the board may at any time appoint any non-member of the organisation (provided that he/she is not also an employee) to be a charity trustee (subject to clause 55) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 64 At each AGM, all of the charity trustees appointed under clause 61 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 65 A charity trustee will automatically cease to hold office if: -
- 65.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
 - 65.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months; and only if the board resolves to remove him or her from office.
 - 65.3 In the case of a charity trustee elected/appointed under clauses 59 to 62:
 - (a) he/she ceases to be a member of the organisation
 - (b) he/she becomes an employee of the organisation.
 - (c) he/she gives the organisation a notice of resignation, signed by him/her.
 - (d) he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board- but only if the board resolves to remove him/her from office.
 - (e) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82).
 - (f) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - (g) he/she is removed from office by a resolution of the members passed at a members' meeting.
- 66 A resolution under paragraph 65.3(d), 65.3(e) or 65.3(f) shall be valid only if:

66.1 the charity trustee who is the subject of the resolution is given 28 days written notice to his/her last known home or e-mail

address of the grounds upon which the resolution for his/her removal is to be proposed and the date when the proposal will be considered.

- 66.2 The charity trustee concerned must within the 28 day period make a written representation to the chair of trustees or make oral representations at the meeting called to consider a motion for removal, prior to the resolution being put to the vote.
- 66.3 in the case of a resolution under paragraph 65.3(d) or 65.3(e) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
- 66.4 If the trustee fails to respond within the timescale at 66.2, the trustee board shall be entitled to proceed with a resolution for removal.
- 66.5 Any decision to remove a trustee shall be communicated to his/her last known home or e-mail address and shall take effect immediately.

Register of charity trustees

67 The board must keep a register of charity trustees, setting out

- (a) for each current charity trustee:
- (i) his/her full name and **home** address.
 - (ii) **e-mail address**
 - (iii) **telephone number**
 - (iv) **date of birth**
 - (v) the date of appointment as a charity trustee; and
 - (vi) any office held by him/her in the organisation.
- (b) for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- (i) his/her full name and **home address and telephone number at the date of termination as a charity trustee.**
 - (ii) **His/her date of birth.**
 - (iii) any office held by him/her in the organisation; and
 - (iv) the date on which he/she ceased to be a charity trustee.

68 The board must ensure that the register of charity trustees is updated within **10 working days** of any change **and that updated information for current trustees is entered on the OSCR Register of trustees without delay:**

- (i) which arises from a resolution of the board, or a resolution passed by the members of the organisation; or
- (ii) which is notified to the organisation.

69 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses, **contact phone numbers, e-mail contacts and dates of birth redacted** - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

70 The charity trustees must elect (from among themselves) a chair, **a vice chair**, a treasurer and a secretary.

71 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

72 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 70 or 71.

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

- (a) if he/she ceases to be a charity trustee; *or*
- (b) if he/she gives to the organisation a notice of resignation from that office, signed by him/her.
- (c) if he/she is asked to stand down by a resolution of two thirds of trustees. The resolution will take effect on the election of a new office bearer to the position by the board.

Powers of board

74 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.

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

- 76 The members may, by way of a resolution passed in compliance with clause 48 (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

- 77 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: -

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

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

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

(a) put the interests of the organisation before that of the other party.

(b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question.

(c) 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.

- 78 In addition to the duties outlined in clause 77, all 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 and persistent breach of those duties is removed as a trustee.

- 79 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 80 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

- 80 No charity trustee may serve as an employee (full time or part time) of the

organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.

- 81 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

- 82 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.
- 83 The code of conduct referred to in clause 82 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

- 84 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 85 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

- 86 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% of charity trustees, present in person or by telephone or other conferencing facility.
- 87 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 56, 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.
- 88 The chair of the organisation should act as chairperson of each board meeting, **if present**.
- 89 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 vice chair, if present, shall chair the meeting failing which**, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

- 90 Every charity trustee has one vote, which must be given personally.
- 91 All decisions at board meetings will be made by majority vote.
- 92 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.
- 93 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 94 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 95 For the purposes of clause 94: -
- (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 he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 96 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 97 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chairperson of the **next following meeting to signify the accuracy of the minutes.**

ADMINISTRATION

Delegation to sub-committees

- 98 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.
- 99 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.

- 100 When delegating powers under clause 98 or 99, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 101 Any delegation of powers under clause 98 or 99 may be revoked or altered by the board at any time.
- 102 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

- 103 Subject to clause 104, 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.
- 104 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 103.

Accounting records and annual accounts

- 105 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 106 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.

Employees and Volunteers in Senior Management Positions

- 107.1 The trustee board shall have the power to appoint such persons as it deems necessary as employees of the organisation.**
- 107.2 An employee may not be elected or appointed as a charity trustee.**
- 107.3 Any employee or volunteer who holds a senior management position within the organisation must not be disqualified from holding the position of charity trustee (other than by virtue of being an employee).**
- 107.4 For the purpose of this provision:**
 - (a) the most senior employee shall be classed as holding a senior**

- management position; and**
(b) if an employee or volunteer is involved in the recruitment of or exercises control over volunteers that person shall be classed as holding a senior management position.

MISCELLANEOUS

Winding-up

- 108 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.
- 109 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

- 110 This constitution may (subject to clause 110) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a written resolution of the members.
- 111 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

- 112 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 113 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 2006, 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.

- (c) The expression “in person” shall include attendance by telephone or internet-based alternatives which allow remote participation in a discussion.
- (d) Any reference to “written application” includes an application made via the organisation’s website or by electronic mail.
- (e) Any reference in this constitution to a provision of any legislation shall include any statutory modification or re- enactment of that provision in force from time to time.