

CONSTITUTION OF THE MONYMUSK & DISTRICT COMMUNITY TRUST

6th April 2026

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, area of benefit and purposes, powers, liability, general structure	clauses 1 - 15
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 16 - 34
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, technical objections to remote participation, written resolutions, minutes	clauses 35 - 74
BOARD (CHARITY TRUSTEES)	number, eligibility, status of initial charity trustees, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, conflicts of interest, remuneration and expenses, code of conduct	clauses 75 - 109
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, technical objections to remote participation, resolutions agreed in writing/by email, minutes	clauses 110 - 139
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 140 - 148
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 149 - 154

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 will be “Monymusk & District Community Trust”

Area of Benefit and Purposes

- 4 The area within which the SCIO shall operate (in this constitution referred to as the ‘Area of Benefit’) shall be known as Monymusk & District, defined geographically as ‘The section of the Cluny, Midmar, and Monymusk Community Council lying in Aberdeenshire’s Marr Area, with the Ton Burn forming most of its southern boundary.’
- 5 The SCIO has been formed primarily to benefit the residents living within the Area of Benefit (‘the Community’).
- 6 The purpose is to unite the Community to provide opportunities for improved wellbeing and resilience, and the protection of the local environment and heritage. We aim to work collaboratively to tackle local issues and ensure the sustainable development of assets and services for all generations.
- 7 The charitable purposes will include the following:
 - (a) The advancement of citizenship or community development, including improving resilience, enhancing social interaction and inclusion, reporting criminal activity and collaboratively working to reduce antisocial behaviour.
 - (b) The advancement of education, including the provision of digital resources relating to the local environment, culture and history. The provision of training opportunities with a focus on heritage and rural skills.
 - (c) The advancement of the arts, heritage, culture or science, including the preservation of historic and culturally relevant

assets. Providing venues for developing both functional and expressive arts.

- (d) The advancement of environmental protection or improvement, including the monitoring, reporting and educating of our Community and visitors on the need to respect our environment and wildlife.
- (e) The saving of lives, including the provision of equipment and training.
- (f) The advancement of health, including enabling our Community to pursue a better quality of life as well as providing or promoting access to positive physical and mental health opportunities. In addition, the collaborative provision of information and support on healthy eating, and better lifestyles.

Powers

- 8 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 9 In particular, (but without limiting the range of powers available under the Charities and Trustee Investment (Scotland) Act 2005) the SCIO has power:
 - (a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;
 - (b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;
 - (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016; and
 - (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.
- 10 No part of the income or property of the SCIO 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 SCIO's charitable purposes and that any surplus funds or assets of the body are to be applied for the benefit of the Community.

- 11 Clause 10 does not prevent the organisation making any payment which is permitted under clauses 103 to 107 (remuneration and expenses).

Liability of members

- 12 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.
- 13 The members and charity trustees have certain legal duties under the Scottish Charities Act; and clause 12 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

- 14 The structure of the organisation shall consist of:
- (a) the MEMBERS – comprising:
 - (i) Ordinary Members (who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the Ordinary Members will elect people to serve on the board and take decisions on changes to the constitution itself,
 - (ii) Associate Members and
 - (iii) Junior Members.
 - (b) the BOARD - who will 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.
 - (c) The SCIO shall have not fewer than 20 members at any time.
 - (d) The majority of Members of the SCIO shall always be Ordinary Members.
 - (e) If the number of Members falls below 20 or the majority are not Ordinary Members, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.

- 15 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 16 Ordinary Membership shall be open to any individual aged 16 or over who supports the purposes of the SCIO and is resident within the Area of Benefit.
- 17 Associate Membership shall be open to individuals aged 16 or over who are resident in the Aberdeenshire or Aberdeen City areas but not resident in the Area of Benefit that support the purposes of the SCIO. Associate Members are neither eligible to stand for election to the board nor to vote at any members' meeting.
- 18 Junior Membership shall be open to those individuals aged between 9 and 15 resident in the Aberdeenshire or Aberdeen City areas (whether or not they are resident in the Area of Benefit) who support the purposes of the SCIO. Junior Members are neither eligible to stand for election to the board nor to vote at any members' meeting.
- 19 Employees of the SCIO are not eligible for membership; and a person who becomes an employee of the SCIO after admission to membership will automatically cease to be a member.

Application for membership

- 20 Any person who wishes to become a member shall in such written form as the Board prescribe, submit a written application for membership and agree to support the purposes of the organisation. The SCIO shall supply a Membership application form to any individual on request; the application will then be considered by the Board at its next board meeting.
- 21 The Board shall determine whether clauses 16, 17 or 18 apply and the appropriate category of membership. The Board shall approve any valid application unless the applicant is excluded under paragraph (d) or (e) of clause 14 or is a former Member who remains excluded from membership under Clause 33.
- 22 The board must notify each applicant (in writing or by email) of its decision on whether to admit them to membership, within a reasonable time after the meeting.

Membership subscription

- 23 No membership subscription will be payable.

Register of members

- 24 Members are responsible for ensuring
- (a) that their contact details held by the SCIO are current and accurate; and
 - (b) for promptly notifying the SCIO of any changes:
- 25 The board 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 SCIO;
 - (b) for each former member - for at least six years from the date on which they ceased to be a member:
 - (i) their name; and
 - (ii) the date on which they ceased to be a member.
- 26 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 SCIO; or
 - (b) which is notified to the SCIO.
- 27 If a member or charity trustee of the SCIO 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

- 28 Any person who wishes to withdraw from membership must submit a notice of withdrawal to the SCIO (either in writing or by email); they will cease to be a member as from the time when the notice is received by the SCIO.

Transfer of membership

- 29 Membership of the SCIO is not transferrable.

Re-registration of members

- 30 The board may, at any time, issue notices to the members (either in writing or by email) requiring them to confirm that they wish to remain as members of the SCIO, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 31 If a member fails to provide confirmation to the board (in writing or by email) that they wish to remain as a member of the SCIO before the expiry of the 28-day period referred to in clause 30, the board may expel them from membership.
- 32 A notice under clause 30 will not be valid unless it refers specifically to the consequences (under clause 31) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 33 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:
- (a) 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;
 - (b) the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of membership

- 34 Membership of the SCIO will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 35 The board must arrange a meeting of members (an annual members' meeting or "AGM") in each calendar year. In exceptional circumstances and at the discretion of the Board, meetings to enable participation and voting may be held as a virtual meeting.
- 36 The gap between one AGM and the next must not be longer than 15 months.
- 37 Notwithstanding clause 35, an AGM does not need to be held during the calendar year in which the SCIO is formed; but the first AGM must still be held within 15 months of the date on which the SCIO is formed.
- 38 The business of each AGM must include:
- (a) a report by the chair on the activities of the SCIO;
 - (b) consideration of the annual accounts of the SCIO;
 - (c) the election/re-election of charity trustees, as referred to in clauses 81 to 84.
- 39 The board may arrange a special members' meeting at any time.

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

- 40 The Board must arrange a special members' meeting if requested to do so by a notice (in writing or by email) from Ordinary Members who, at the time, constitute at least 5% of the total membership of the SCIO or a minimum of three members, whichever is greater, 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 Scottish Charities Act or any other statutory provision.
- 41 A notice under clause 40 may take the form of:
- (a) two or more documents in the same terms, each signed by one or more Ordinary Members; and/or
 - (b) a number of emails, each issued by an Ordinary Member;

and the board will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the threshold referred to in clause 40.

- 42 If the board receive a notice under clause 40, 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. If deemed necessary by the Board, this can be held as a virtual meeting.

Notice of members' meetings

- 43 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 44 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 any resolution falling within clause 62 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 - (b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 45 The reference to "clear days" in clause 43 shall be taken to mean that, in calculating the period of notice:
- (a) the day after the notices are posted (or sent by email) should be excluded;
 - (b) the day the notice was given to the member personally should be excluded; and
 - (c) the day of the meeting itself should also be excluded.
- 46 Notice of every members' meeting must be given to all the members of the SCIO, and to all the charity trustees; but the accidental omission to give notice to one or more members or charity trustees will not invalidate the proceedings at the meeting.
- 47 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 him/her to the SCIO;
 - (b) given personally to the member; or
 - (c) sent by email to the member, at the email address last notified by him/her to the SCIO.

- 48 If members and charity trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 51), the notice (or notes accompanying the notice) must:
- (a) set out details of how to connect and participate via that link or links; and
 - (b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (ii) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - (iv) (where clause 49 applies) submitting questions and/or comments in advance of the meeting.
- 49 Where a members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 50) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
- 50 Where clause 49 applies, the chairperson of a members' meeting will not be required to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at members' meetings

- 51 The board may if they consider appropriate (and must, if this is required under clause 52) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 48; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and charity trustees (if any) who are attending in person (and vice versa).
- 52 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and charity trustees to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 51 will apply.
- 53 A members' meeting may involve two or more members or charity trustees participating via attendance in person while other members and/or charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 54 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 55 The quorum for a members' meeting is 5 members entitled to vote (each being an Ordinary Member or a proxy for an Ordinary Member), present in person or represented by proxy. For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any members' meeting

- 56 An individual participating in a members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person, will be deemed to be in attendance at the meeting.
- 57 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.
- 58 The chair of the SCIO should act as chairperson of each members' meeting.
- 59 If the chair of the SCIO is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 60 Every Ordinary Member has one vote, which must be given personally (subject to clause 65).
- 61 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 62.
- 62 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 70):
- (a) a resolution amending the constitution;
 - (b) a resolution expelling a person from membership under clause 33;
 - (c) a resolution removing a person from office as a charity trustee under paragraph (i) of clause 87;
 - (d) a resolution directing the board to take any particular step (or directing the board not to take any particular step) under clause 98;
 - (e) a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

- (f) a resolution to the effect that all of the SCIO'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);
 - (g) a resolution for the winding up or dissolution of the SCIO.
- 63 If there is an equal number of votes for and against any resolution, the chairperson of the meeting (subject to clause 122) will be entitled to a second (casting) vote.
- 64 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 Ordinary Members present at the meeting) ask for a secret ballot.
- 65 Where Ordinary 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 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 67 Where Ordinary Members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 65, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 68 The principles set out in clauses 65 and 67 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member. Any Ordinary Member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting (or adjourned meeting):-
- (a) must give to the SCIO a proxy form (in such terms as the board requires), signed by him/her; or
 - (b) must send by electronic means to the SCIO at such electronic address as may have been notified to the members for that purpose, a proxy form (in such terms as the board requires);
 - (c) the proxy form must be received by the SCIO at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting);

- (d) An Ordinary Member shall not be entitled to appoint more than one proxy to attend on the same occasion;
- (e) A proxy appointed to attend and vote at any members' meeting instead of an Ordinary Member shall have the same right as the member who appointed him/her to speak at the meeting; and need not be a member of the SCIO.

Technical objections to remote participation in members' meetings

69 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

- (a) an Ordinary Member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
- (b) the members' meeting need not be held in any particular place;
- (c) the members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- (d) the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- (e) an Ordinary Member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

70 A resolution agreed to in writing (or by email) by all the Ordinary 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 of members' meetings

- 71 The board must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 70.
- 72 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.
- 73 The records of resolutions kept under clause 71 must include confirmation that all Ordinary Members agreed to the resolution; and should be signed by the chair of the SCIO.
- 74 The board shall make available copies of the minutes and records of resolutions referred to in clause 71 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 139.

BOARD

Number of charity trustees

- 75 The maximum number of charity trustees is 12; out of that:
- (a) no more than 9 shall be Member Trustees who were elected/appointed under clauses 81 to 84 (or deemed to have been appointed by the members under clause 80); and
 - (b) no more than 3 shall be Co-opted Trustees who were co-opted by the board under the provisions of clauses 85 and 86.
- 76 At any given time, elected Member Trustees as set out in clause 80 or 81 must form a majority of the total number of charity trustees in office.
- 77 The minimum number of charity trustees shall be 4, of whom a majority must be Member Trustees.

Eligibility

- 78 A person shall not be eligible for election/appointment to the board under clauses 81 to 84 unless they are an Ordinary Member of the SCIO; a person appointed to the board under clauses 85 and 86 must be an Associate Member of the SCIO.
- 79 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 Scottish Charities Act; or
 - (b) an employee of the SCIO; or
 - (c) under the age of 16.

Initial charity trustees

- 80 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been elected by the members under clause 81 as charity trustees (within the category of "Member Trustees") with effect from the date of incorporation of the SCIO.

Election, retirement, re-election

- 81 At each AGM, the members may elect any Ordinary Member (subject to clause 75, and providing they are not debarred under clause 79) to be a charity trustee (a “Member Trustee”).
- 82 The board may at any time appoint any member (subject to clause 75, and providing they are not debarred under clause 79) to be a charity trustee (a “Member Trustee”).
- 83 At each AGM, all of the charity trustees elected/appointed under clauses 81 and 82 (and, in the case of the first AGM, those deemed to have been elected by the members under clause 80) shall retire from office – but shall then be eligible for re-election under clause 81.
- 84 A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- (a) 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
 - (b) an election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted charity trustees

- 85 In addition to their powers under clause 82, the board may (subject to clause 75, and providing they are not debarred under clause 79) at any time appoint any Associate Member of the SCIO to be a charity trustee (a “Co-opted Trustee”) on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 86 At each AGM, all of the charity trustees appointed under clause 85 shall retire from office – but shall then be eligible for re-appointment by the board (after the AGM) under that clause.

Termination of office

- 87 A charity trustee will automatically cease to hold office if:
- (a) they become disqualified from being a charity trustee under the Scottish Charities Act;
 - (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) they cease to be a member of the SCIO;
 - (d) they become an employee of the SCIO;

- (e) they give the SCIO a notice of resignation (either in writing or by email);
- (f) they are absent (without good reason, in the opinion of the board) from more than three consecutive board meetings - but only if the board resolve 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 serious breach of the code of conduct for charity trustees (as referred to in clause 108);
- (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 Scottish Charities Act; or
- (i) they are removed from office by a resolution of the members passed at a members' meeting.

88 A resolution under paragraph (g), (h) or (i) of clause 87 shall be valid only if:

- (a) the charity trustee concerned is given reasonable prior notice (in writing or by email) 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;
- (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; and
- (d) (in the case of a resolution under paragraph (i)) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of charity trustees

89 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 SCIO;
 - (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 SCIO; and
 - (iii) the date on which they ceased to be a charity trustee.
- 90 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 SCIO; or
 - (b) which is notified to the SCIO.
- 91 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 SCIO, 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.

Office-bearers

- 92 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 93 In addition to the office-bearers required under clause 92, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 94 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the board (after the AGM) under clause 92 or 93.
- 95 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 SCIO a notice of resignation from that office (either in writing or by email).

Powers of board

- 96 Except where this constitution states otherwise:
- (a) the SCIO (and its assets and operations) will be managed by the board; and
 - (b) the board may exercise all the powers of the SCIO.
- 97 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 98 The members may, by way of a resolution passed in compliance with clause 62 (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

- 99 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:
- (a) seek, in good faith, to ensure that the SCIO 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 SCIO and any other party:
 - (i) put the interests of the SCIO before that of the other party; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees regarding the matter in question;
 - (d) ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.

- 100 In addition to the duties outlined in clause 99, 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 charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.

Conflicts of interest involving charity trustees - general

- 101 The board must use every effort to ensure that conflicts of interest involving charity trustees (including those which relate to individuals or bodies connected with charity trustees) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
- (a) clauses 102 and 105 require charity trustees to declare any personal interest which they may have in any transaction or other arrangement with the SCIO;
 - (b) clause 128 prohibits a charity trustee with a personal interest in a proposed arrangement from voting on the question of whether the SCIO should enter into that arrangement;
 - (c) clause 104 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a charity trustee (or where the charity trustee might benefit from remuneration paid to a connected party).
- 102 In addition to complying with the provisions referred to in clause 101:
- (a) the board must maintain a register of charity trustees' interests;
 - (b) the chairperson of each board meeting must invite declarations of interest, shortly after the start of the meeting;
 - (c) the minutes of each board meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

- 103 No charity trustee may serve as an employee (full time or part time) of the SCIO; and no charity trustee may be given any remuneration by the SCIO for carrying out their duties as a charity trustee.
- 104 Where a charity trustee provides services to the SCIO or might benefit from any remuneration paid to a connected party for such services:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - (b) the board must be satisfied that it would be in the interests of the SCIO to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the charity trustees must be receiving remuneration from the SCIO (or benefit from remuneration of that nature).
- 105 Provided they have declared their interest - and have not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO in which they have a personal interest where that is not prohibited under clause 103 or 104; and (subject to clause 104 and to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.
- 106 The SCIO may also enter into an arrangement with a member who is not a charity trustee (or with a person or body connected with a member who is not a charity trustee) under which that member (or the connected person or body) receives payment for goods or services provided by them to the SCIO, but only if:
- (a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the SCIO's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
 - (b) the board are satisfied, after careful consideration, that the arrangement is in the best interests of the SCIO;

and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the SCIO or makes a loan to the SCIO.

- 107 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

- 108 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.
- 109 The code of conduct referred to in clause 108 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 Scottish Charities Act; 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

- 110 Any charity trustee may call a meeting of the board or may ask the secretary to call a meeting of the board.
- 111 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.
- 112 If charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the charity trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those charity trustees who may have difficulties in using a computer or laptop for this purpose) the charity trustees' attention should be drawn to the following options:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at board meetings

- 113 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings (subject to clause 114) is 3 or 50% of Charity Trustees (whichever is the greater) at the time, present in person. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.
- 114 A quorum shall not be deemed to be constituted at any board meeting unless the elected Member Trustees as set out in clause 80 or 81 form a majority of the total number of charity trustees present at the meeting.
- 115 An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a charity trustee, will be deemed to be in attendance) at the meeting.
- 116 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 113, 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.
- 117 The chair of the SCIO should act as chairperson of each board meeting.
- 118 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.
- 119 Every charity trustee has one vote, which must be given personally (subject to clause 126).
- 120 All decisions at board meetings will be made by majority vote.
- 121 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will (subject to clause 122) be entitled to a second (casting) vote.
- 122 A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
- 123 The board may if they consider appropriate (and must, if this is required under clause 124), allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links

which allow them to hear and contribute to discussions at the meeting, providing:

- (a) the means by which charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the charity trustees - a barrier to participation; and
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those charity trustees (if any) who are attending in person (and vice versa).
- 124 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:
- (a) the requirements set out in paragraphs (a) and (b) of clause 123 will apply; and
 - (b) the board must use all reasonable endeavours to ensure that all charity trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 125 A board meeting may involve two or more charity trustees participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 126 Where a charity trustee or charity trustees are participating in a board meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 127 The board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 128 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 SCIO; they must withdraw from the meeting while an item of that nature is being dealt with.

129 For the purposes of clause 128:

- (a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- (b) a charity trustee will (subject to clause 130) 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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

130 Where a subsidiary of the SCIO has an interest in a particular matter which is to be considered by the board, a charity trustee who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation in board meetings

131 The principles set out in clause 69 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that clause to a member were a reference to a charity trustee and each reference in that clause to a members’ meeting were a reference to a board meeting.

Board resolutions agreed in writing or by email

132 A resolution agreed to in writing (or by email) by a majority of the charity trustees then in office shall (subject to clauses 133 and 134) be as valid as if duly passed at a board meeting.

133 A resolution under clause 132 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 134.

134 If a resolution is circulated to the charity trustees under clause 133, any one or more charity trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- (b) the resolution cannot be treated as valid under clause 132 unless and until that board meeting has taken place;
- (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the charity trustees then in office.

Minutes of board meetings

- 135 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the charity trustees under clause 132.
- 136 The minutes to be kept under clause 135 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 137 The records of resolutions kept under clause 135 must include the names of those charity trustees who agreed to the resolution (as well as the names of any charity trustees who stated that they disagreed with the resolution); and should be signed by the chair of the SCIO.
- 138 The board shall (subject to clause 139) make available copies of the minutes and records of resolutions referred to in clause 135 to any member of the public requesting them.
- 139 The board may exclude from any copy minutes, or records of resolutions, made available to a member of the public under clause 138 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 SCIO 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

- 140 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.
- 141 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.
- 142 When delegating powers under clause 140 or 141, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 143 Any delegation of powers under clause 140 or 141 may be revoked or altered by the board at any time.
- 144 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

- 145 Subject to clause 146, 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 SCIO; at least one out of the two signatures must be the signature of a charity trustee.
- 146 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 145.

Accounting records and annual accounts

- 147 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 148 The board must prepare annual accounts, complying with all relevant statutory requirements; and
 - (a) 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;

- (b) if an independent examination of the accounts is required under any statutory provisions, the Board must ensure that the examination is carried out by someone who is qualified to do so and who has no connection with any of the charity's Trustees.

MISCELLANEOUS

Winding-up

- 149 If the SCIO 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 Scottish Charities Act.
- 150 Any surplus assets available to the SCIO 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 SCIO as set out in this constitution; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the SCIO must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.

Alterations to the constitution

- 151 This constitution may (subject to clause 152) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 62) or by way of a written resolution of the members.
- 152 The Scottish Charities Act 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

- 153 References in this constitution to the Scottish Charities Act 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.

154 In this constitution:

- (a) “Scottish Charities Act” means (subject to clause 153) the Charities and Trustee Investment (Scotland) Act 2005;
- (b) “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;
- (c) “charitable purpose” means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- (d) “OSCR” means the Office of the Scottish Charity Regulator;
- (e) “community body” means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015);
- (f) “sustainable development” means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
- (g) “resident” means a person having their ordinary or principal residence in the defined area.