

**CONSTITUTION OF
BARRHILL DEVELOPMENT TRUST**

Based on the model prepared by Burness Paull LLP (Solicitors) for the
Development Trusts Association Scotland (v1 May 2011)

CONSTITUTION

of

BARRHILL DEVELOPMENT TRUST

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
MEMBERS	categories of membership & criteria, application, subscription, register of members, withdrawal, transfer, expulsion	clauses 12 - 29
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 30 - 60
BOARD (CHARITY TRUSTEES)	number, categories, eligibility, initial charity trustees, election/retiral, appointment/re-appointment, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 61 - 95
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 90 - 109
ADMINISTRATION	sub-committees, operation of accounts, secretary, accounting records and annual accounts	clauses 104 - 119
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 114 - 125

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 “Barrhill Development Trust”

Purposes

- 4 The company has been formed to benefit the community of Barrhill, South Ayrshire (“the Community”) with the following objects:
 - 4.1 To relieve the poverty and needs of the elderly and disadvantaged people in Barrhill.
 - 4.2 The advancement of citizenship or community development, by supporting and developing community development projects, including the advancement of rural affordable housing, rural regeneration and advancement of first-class community facilities and activities;
 - 4.3 The advancement of arts, heritage, culture and science, in particular the history and heritage of Barrhill and surrounding area, including the Pilgrim's Trail and the Martyrs Tomb and other heritage assets, and community arts projects, including youth arts.
 - 4.4 The advancement of public participation in sport, by maintaining and developing local sports facilities, in particular Barrhill playing fields and Barrhill Adventure Play Park, Barrhill Memorial Sports Hall and Barrhill Bowling Club, and by developing any other such sites that may in the future become available to the community for the purpose of sporting activity;
 - 4.5 The provision of recreational and social activities and the organisation of recreational activities, by supporting a wide range of recreational activities for the broader community, who suffer from a lack of opportunity to engage in recreational activities due to the isolated area in which they live;
 - 4.6 The advancement of environmental protection and improvement, by supporting community initiatives which promote energy conservation and the introduction of renewable energy projects which reduce carbon emissions and create sustainable energy sources in the Barrhill area, and by supporting and developing recycling initiatives in the area;

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 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

- 7 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.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of the organisation consists of:
 - 9.1 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;
 - 9.2 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.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Categories of Members

- 11 For the purposes of this constitution:
 - (a) "Ordinary Member" means a member admitted under clause 12; "Ordinary Membership" shall be construed accordingly;
 - (b) "Associate Member" means a member admitted under clause 13; "Associate Membership" shall be construed accordingly;

(c) “Junior Member” means a member admitted under clause 14; “Junior Membership” shall be construed accordingly.”

Qualifications for membership

- 12 Ordinary Membership shall be open to any individual aged 16 or over who supports the objects of the organisation and is a resident of Barrhill and Barrhill Community Council area.
- 13 Associate Membership shall be open to those individuals who are not residents of Barrhill. Associate Members are neither eligible to stand for election to the board nor to vote at any members’ meeting.
- 14 Junior Membership shall be open to those individuals who are aged between 12 and 15 who support the objects of the organisation. Junior Members are neither eligible to stand for election to the board nor to vote at any members’ meeting.
- 15 Employees of the organisation are not eligible for membership.

Application for membership

- 16 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 17 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

Register of members

- 18 The board must keep a register of members, setting out
 - 18.1 for each current member:
 - 18.1.1 his/her full name and address; and
 - 18.1.2 the date on which he/she was registered as a member of the organisation;
 - 18.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 18.2.1 his/her name; and
 - 18.2.2 the date on which he/she ceased to be a member.
- 19 The board must ensure that the register of members is updated within 28 days of any change:
 - 19.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

19.2 which is notified to the organisation.

- 20 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 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

- 21 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/cessation of membership

- 22 Membership of the organisation may not be transferred by a member and will cease on death.

Expulsion from membership

- 23 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:
- 23.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 23.2 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

- 24 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 25 The gap between one AGM and the next must not be longer than 15 months.
- 26 Notwithstanding clause 30, 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.
- 27 The business of each AGM must include:-
- 27.1 a report by the chair on the activities of the organisation;
 - 27.2 consideration of the annual accounts of the organisation;
 - 27.3 the election/re-election of charity trustees, as referred to in clauses 63 to 68.
- 28 The board may arrange a special members' meeting at any time.

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

- 29 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 Ordinary membership of the organisation at the time, providing:
- 29.1 the notice states the purposes for which the meeting is to be held; and
 - 29.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 30 If the board receive a notice under clause 29, 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

- 31 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 32 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 32.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 32.2 in the case of any other resolution falling within clause 54 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 33 The reference to “clear days” in clause 37 shall be taken to mean that, in calculating the period of notice,
- 33.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 33.2 the day of the meeting itself should also be excluded.
- 34 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 35 Any notice which requires to be given to a member under this constitution must be: -
- 35.1 sent by post to the member, at the address last notified by him/her to the organisation; *or*
- 35.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

- 36 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 37 The quorum for a members' meeting is 5 Ordinary members, present in person.
- 38 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.
- 39 The chair of the organisation should act as chairperson of each members' meeting.
- 40 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 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

- 41 Every Ordinary member has one vote, which may be given (whether or a show of hands or on a secret ballot) either personally or by proxy.
- 42 An Ordinary member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting:
- 42.1 must give to the organisation a proxy form (in such terms as the board requires), signed by an appropriate officer of the member; or

42.2 must send by electronic means to the organisation 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)

providing (in either case) the proxy form is received by the organisation at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

43 In calculating the 48-hour period referred to in clause 48, no account shall be taken of any part of a day that is not a working day.

44 An instrument of proxy which does not comply with the provisions of clause 48, or which is not lodged or given in accordance with such provisions, shall be invalid.

45 An Ordinary member shall not be entitled to appoint more than one proxy to attend on the same occasion.

46 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 organisation.

47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 54.

48 The following resolutions will be valid only if passed by not less than two thirds of those Ordinary members voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 58):

48.1 a resolution amending the constitution;

48.2 a resolution expelling a person from membership under article 29;

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 at least two other Ordinary members present at the meeting) 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 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

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 (so far as possible) should be signed by the chairperson of the meeting.

BOARD

Number of charity trustees

55 The maximum number of charity trustees is up to 15.

Categories of charity trustee

56 In this constitution:

56.1 "Member Trustee" means a charity trustee (drawn from the Ordinary membership of the organisation) elected/appointed under clauses 69 to 68;

56.2 "Co-opted Trustee" means a (non-member) charity trustee appointed by the board under clauses 75 and 70.

Maximum/minimum number of charity trustees

57 The maximum number of charity trustees shall be 15, out of that number, no more than 12 shall be Member Trustees and no more than shall 3 be Co-opted Trustees.

58 The minimum number of charity trustees shall be 5.

59 At any given time, a majority of the charity trustees must be Member Trustees.

Eligibility

60 A person shall not be eligible for election/appointment as a Member Trustee unless he/she is an Ordinary member of the organisation; a person appointed as a Co-opted Trustee need not, however, be a member of the organisation.

61 A person will not be eligible for election or appointment as a charity trustee if he/she is:

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

Initial charity trustees

- 62 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 (within the category of “Member Trustees”) with effect from the date of incorporation of the organisation.

Election, retiral, re-election: Member Trustees

- 63 At each AGM, the Ordinary members may (subject to clauses 63 and 67) elect any Ordinary member (providing he/she is willing to act) to be a charity trustee (a “Member Trustee”)
- 64 The board may (subject to clauses 63 and 67) at any time appoint any Ordinary member (providing he/she is willing to act) to be a charity trustee (a “Member Trustee”).
- 65 At the first AGM, 12 months after the formation of the SCIO 3 of the Member Trustees shall retire from office; the question of which of them is to retire shall be determined by some random method. Those Trustees can stand for re-election, should they choose to.
- 66 At each AGM (other than the first)
 - 66.1 any Member Trustee appointed under clause 70 during the period since the preceding AGM shall retire from office;
 - 66.2 out of the remaining Member Trustees, 3 shall retire from office.
- 67 The charity trustees to retire under paragraph 66.2 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.
- 68 A charity trustee who retires from office under clause 71 or 72 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Trustees

- 69 In addition to their powers under clause 81 - 83, the board may at any time appoint any non-member of the organisation (providing he/she is willing to act) to be a charity trustee (a “Co-opted Trustee”) 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.

- 70 At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office – but shall then be eligible for re-appointment under clause 75.

Termination of office

- 71 A charity trustee will automatically cease to hold office if:
- 71.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 71.2 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;
 - 71.3 (in the case of a Member Trustee) he/she ceases to be an Ordinary member of the organisation;
 - 71.4 he/she becomes an employee of the organisation;
 - 71.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 71.6 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;
 - 71.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 88);
 - 71.8 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
 - 71.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 72 A resolution under paragraph 71.7, 71.8 or 71.9 shall be valid only if: -
- 72.1 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;
 - 72.2 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
 - 72.3 (in the case of a resolution under paragraph 71.7 or 71.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 73 The board must keep a register of charity trustees, setting out
- 73.1 for each current charity trustee:
 - 73.1.1 his/her full name and address;
 - 73.1.2 the date on which he/she was appointed as a charity trustee; and
 - 73.1.3 any office held by him/her in the organisation;
 - 73.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 73.2.1 the name of the charity trustee;
 - 73.2.2 any office held by him/her in the organisation; and
 - 73.2.3 the date on which he/she ceased to be a charity trustee.
- 74 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 74.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 74.2 which is notified to the organisation.
- 75 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 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

- 76 The charity trustees must elect (from among themselves) a chair and a treasurer.
- 77 In addition to the office-bearers required under clause 82, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 78 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 82 or 77.
- 79 A person elected to any office will automatically cease to hold that office: -
- 79.1 if he/she ceases to be a charity trustee; *or*
 - 79.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

- 80 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.
- 81 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 82 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

- 83 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:
- 83.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 83.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 83.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 83.3.1 put the interests of the organisation before that of the other party;
 - 83.3.2 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;
 - 83.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 84 In addition to the duties outlined in clause 83, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 84.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 84.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 85 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 92 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.

- 86 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.
- 87 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

- 88 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.
- 89 The code of conduct referred to in clause 88 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

- 90 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 91 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

- 92 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person.
- 93 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 92, 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.
- 94 The chair of the organisation should act as chairperson of each board meeting.

- 95 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.
- 96 Every charity trustee has one vote, which must be given personally.
- 97 All decisions at board meetings will be made by majority vote.
- 98 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.
- 99 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.
- 100 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.
- 101 For the purposes of clause 100:
- 101.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 101.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 102 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 103 The minutes to be kept under clause 1028 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 104 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.

- 105 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.
- 106 When delegating powers under clause 104 or 105, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 107 Any delegation of powers under clause 104 or 105 may be revoked or altered by the board at any time.
- 108 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

- 109 Subject to clause 116, 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.
- 110 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 109.

Secretary

- 111 The board shall appoint a secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the secretary, and the such conditions of appointment shall be as determined by the board; the secretary may be removed by them at any time.

Accounting records and annual accounts

- 112 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 113 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 114 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.

- 115 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

- 116 This constitution may (subject to clause 117) 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.
- 117 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 118 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 118.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 118.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 118.1 above.
- 119 In this constitution:
- 119.1 "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;
 - 119.2 "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.