

SCIO CONSTITUTION (two tier)

OF

Generations Working Together

SC045851

Agreed 2<sup>nd</sup> February 2022



**CONSTITUTION**  
**of**  
**Generations Working Together**

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
<b>MEMBERS</b>	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 11 - 27
<b>DECISION-MAKING BY THE MEMBERS</b>	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 28 - 56
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 57 - 85
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at board meetings, minutes	clauses 86 - 101
<b>ADMINISTRATION</b>	sub-committees, operation of accounts, accounting records and annual accounts	clauses 102 - 110
<b>MISCELLANEOUS</b>	winding up, alterations to the constitution, interpretation	clauses 112 - 117

## **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 Generations Working Together

### **Purposes**

- 4 The organisation's purposes are:
  - 4.1 *The promotion of intergenerational relationships to the advancement of those in need by reason of age, ill-health, disability or other disadvantage, building greater collaboration and mutuality.*
  - 4.2 *The promotion of equality and diversity*
  - 4.3 *The advancement of human rights, citizenship and community development*

*These are our three primary purposes however we also intend to work to deliver the advancement of education and health and wellbeing.*

### **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 GENERAL members - who are any individual or organisation that applies to join Generations Working Together. These individuals elect their local or thematic network representatives as voting members as described below in clause 16;
  - 9.2 the VOTING MEMBERS - who have the right to attend voting members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the voting members can appoint general members to serve on the board and take decisions on changes to the constitution itself;
  - 9.3 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**

### **Qualifications for membership**

- 11 Individuals or organisations can apply to become members. Organisations involved in any aspect of intergenerational practice may apply for general membership. An individual aged 16 and over, who has an interest in improving relationships across generations by using an intergenerational approach, may also apply for general membership.
- 12 Employees of the organisation are not eligible for membership.

### **Application for membership**

- 13 Any person who wishes to become a general member can sign up online. Organisations can also become general members.
- 14 Generations Working Together will maintain a list of all current general members by Local network Area and only the registered members in an area can vote in the election for Local Network representatives to serve as voting members.

### **Membership subscription**

At present members who are resident in Scotland can become general members free of charge. Out with that, organisations or individuals who want to become members will be able to join by paying an annual subscription fee. The Members have the right to levy membership

subscriptions should they resolve to do so, the levels of which will be set each year at the Annual General Meeting. Any subscriptions will be payable within 2 months of the date of the AGM. Anyone not paying their annual subscription by the due date will no longer be deemed to be a member of the organisation.

15

In addition to Scottish residents accessing free membership international students can apply for free membership for the duration of their study.

### **Register of voting members**

- 16 The general members of each local or thematic network shall elect 2 representatives to be voting members (normally this would include the volunteer network Coordinator but this is subject to the networks' general members decision).
- 17 The normal term of office for a voting member will be 2 years however people may stand for re-election at the end of each term of office.
- 18 The board must keep a register of voting members, setting out
- 18.1 for each current voting member:
    - 18.1.1 their full name and address; and
    - 18.1.2 the date on which they were registered as a voting member of the organisation;
  - 18.2 for each former voting member - for at least six years from the date they ceased to be a voting member:
    - 18.2.1 their name; and
    - 18.2.2 the date on which they ceased to be a voting member.
- 19 The board must ensure that the register of voting 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 voting members of the organisation; or
  - 19.2 which is notified to the organisation.
- 20 If a voting member or charity trustee of the organisation requests a copy of the register of voting 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 voting 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 voting or general membership must give notice of withdrawal to the organisation, they will cease to be a voting or general member as from the time when the notice is received by the organisation.

### **Transfer of membership**

- 22 Voting membership of the organisation may not be transferred by a voting member.

### **Re-registration of members**

- 23 The board may, at any time, issue notices to general members requiring them to confirm that they wish to remain as general members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 24 If a general member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a general member of the organisation before the expiry of the 28-day period referred to in clause 23, the board may expel him/her from membership.
- 25 A notice under clause 23 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the 28-day period.

### **Expulsion from voting membership**

- 26 Any person elected by a local network may be expelled from voting membership by way of a resolution passed by not less than two thirds of those present and voting at their Local Network meeting, providing the following procedures have been observed:-
- 26.1 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;
  - 26.2 the voting member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.
- 27 Any trustee may be expelled from the board by way of a resolution passed by not less than two thirds of those present and voting at their board meeting, providing the following procedures have been observed:-
- 27.1 at least 21 days' notice of the intention to propose the resolution must be given to the trustee concerned, specifying the grounds for the proposed expulsion;
  - 27.2 the trustee concerned will be entitled to be heard on the resolution at the board meeting at which the resolution is proposed.

### **Termination**

- 28 Membership will automatically cease if: -

- 28.1 they become incapable for medical reasons of continuing to be a general or voting member - but only if that has continued (or is expected to continue) for a period of more than six months;
- 28.2 they undertake activities that could damage the organisation i.e. bring the organisation into dispute
- 28.3 Membership of the organisation will terminate on death.

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

### **Voting Members' meetings**

- 29 The board must arrange a meeting of voting members (an annual general meeting or "AGM") in each calendar year. This can be conducted face-to-face or online to meet the needs of the trustees and members.
- 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 62 to 64.
- 33 The board may arrange a special voting members' meeting at any time.

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

- 34 The board must arrange a special voting 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 voting members) by voting members who amount to 5% or more of the total voting 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 voting members' meetings**

- 36 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), the notice (or notes accompanying the notice) must:
- 36.1 set out details of how to connect and participate via that link or links; and
  - 36.2 (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) (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;
- 37 At least 14 clear days' notice must be given of any AGM or any special voting members' meeting.
- 38 The notice calling a voting members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 38.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 38.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 39 The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,
- 39.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 39.2 the day of the meeting itself should also be excluded.
- 40 Notice of every voting members' meeting must be given to all the voting members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more voting members will not invalidate the proceedings at the meeting.
- 41 Any notice which requires to be given to a voting member under this constitution must be: -

- 41.1 sent by post to the voting member, at the address last notified by him/her to the organisation; *or*
- 41.2 sent by e-mail to the voting member, at the e-mail address last notified by him/her to the organisation.

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

- 42 No valid decisions can be taken at any voting members' meeting unless a quorum is present, either in person or online.
- 43 The quorum for a voting members' meeting is one-quarter of the voting members, present in person or online.
- 44 If a quorum is not present within 15 minutes after the time at which a voting members' meeting was due to start - or if a quorum ceases to be present during a voting 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.
- 45 The chair of the organisation should act as chairperson of each voting members' meeting.
- 46 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 voting members' meetings**

- 47 Every voting member has one vote, which must be given personally.
- 48 All decisions at voting members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.
- 49 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a voting members' meeting (or if passed by way of a written resolution under clause 53):
  - 49.1 a resolution amending the constitution;
  - 49.2 a resolution expelling a person from membership under clause 26;
  - 49.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 49.4 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);

- 49.5 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);
- 49.6 a resolution for the winding up or dissolution of the organisation.
- 50 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.
- 51 A resolution put to the vote at a voting members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 52 The chairperson will decide how any secret ballot is to be conducted whether face to face or online, and will declare the result of the ballot at the meeting.

### **Written resolutions by voting members**

- 53 A resolution agreed to in writing (or by e-mail) by all the voting members will be as valid as if it had been passed at a voting members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

### **Minutes**

- 54 The board must ensure that proper minutes are kept in relation to all voting members' meetings.
- 55 Minutes of voting members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 56 The board shall make available copies of the minutes referred to in clause 53 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 100.

## **BOARD**

### **Number of charity trustees**

- 57 The maximum number of charity trustees is 11
- 57.1 no more than 6 shall be charity trustees who were elected/appointed under clauses 62 and 63 (or deemed to have been appointed under clause 61); and
- 57.2 no more than 5 shall be charity trustees who were co-opted under the provisions of clauses 65 and 66.
- 58 The minimum number of charity trustees is 5.

## **Eligibility**

- 59 A person shall not be eligible for election/appointment to the board under clauses 60 to 63 unless they are a member of the organisation; a person appointed to the board under clause 64 need not, however, be a member of the organisation.
- 60 A person will not be eligible for election or appointment to the board if they are: -
- 60.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 60.2 an employee of the organisation.

## **Initial charity trustees**

- 61 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 voting members as charity trustees with effect from the date of incorporation of the organisation.

## **Election, retiral, re-election**

- 62 At each AGM, the voting members may elect any general member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 63 The board may at any time appoint any general member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 64 At each AGM, those charity trustees who have reached the end of their elected term of office, elected/appointed under clauses 61 and 62 (and, in the case of the first AGM, those deemed to have been appointed under clause 60) shall retire from office – but shall then be eligible for re-election under clause 61. A charity trustee will be deemed to have been re-elected unless: -
- 64.1 they advise the board prior to the conclusion of the AGM that they does not wish to be re-appointed as a charity trustee; or
  - 64.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 64.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
  - 64.4 unless they have reached the maximum term of election of 2 terms of 3 years. In exceptional circumstances, the trustee can remain on the board on either a further three-year period or a rolling one-year extension. No more than two trustees can be on extended terms at any one time.

## **Appointment/re-appointment of co-opted charity trustees**

- 65 In addition to their powers under clause 62, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 56, and providing they are not debarred from membership under clause 59) on the basis that they have specialist experience and/or skills which are of assistance to the board.
- 66 At each AGM, all of the charity trustees appointed under clause 64 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 67 A charity trustee will automatically cease to hold office if: -
- 67.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 67.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 67.3 (in the case of a charity trustee elected/appointed under clauses 60 to 63) they cease to be a member of the organisation;
  - 67.4 they become an employee of the organisation;
  - 67.5 they give the organisation a notice of resignation, signed by them;
  - 67.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
  - 67.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 83);
  - 67.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 67.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 68 A resolution under paragraph 67.7, 67.8 or 67.9 shall be valid only if: -
- 68.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 68.2 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

- 68.3 (in the case of a resolution under paragraph 67.7 or 66.8) 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**

- 69 The board must keep a register of charity trustees, setting out
- 69.1 for each current charity trustee:
- 69.1.1 their full name and address;
- 69.1.2 the date on which they were appointed as a charity trustee; and
- 69.1.3 any office held by him/her in the organisation;
- 69.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 69.2.1 the name of the charity trustee;
- 69.2.2 any office held by him/her in the organisation; and
- 69.2.3 the date on which they ceased to be a charity trustee.
- 70 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 70.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 70.2 which is notified to the organisation.
- 71 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**

- 72 The charity trustees must elect (from among themselves) a chair, a treasurer and a vice chair.
- 73 In addition to the office-bearers required under clause 72, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 74 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 71 or 72.

- 75 A person elected to any office will automatically cease to hold that office: -
- 75.1 if they cease to be a charity trustee; *or*
  - 75.2 if they give to the organisation a notice of resignation from that office, signed by him/her.
  - 75.3 If they have served multiple terms of up to 6 years.

### **Powers of board**

- 76 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.
- 77 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 78 The voting members may, by way of a resolution passed in compliance with clause 49 (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**

- 79 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:-
- 79.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 79.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 79.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 79.3.1 put the interests of the organisation before that of the other party;
    - 79.3.2 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;
  - 79.4 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.
- 80 In addition to the duties outlined in clause 78, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- 80.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 80.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 81 Provided they have declared their 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 they have a personal interest; and (subject to clause 81 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 82 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 83 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**

- 84 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.
- 85 The code of conduct referred to in clause 83 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**

- 86 Any charity trustee may call a meeting of the board (face to face or online).
- 87 At least 21 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**

- 88 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 or online.
- 89 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 87, 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.
- 90 The chair of the organisation should act as chairperson of each board meeting.
- 91 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.
- 92 Every charity trustee has one vote, which must be given personally, either face-to-face or online.
- 93 All decisions at board meetings will be made by majority vote.
- 94 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.
- 95 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 96 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 97 For the purposes of clause 95: -
- 97.1 an interest held by an individual who is “connected” with the charity trustee under section 69(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;
- 97.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## Minutes

- 98 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

- 99 The minutes to be kept under clause 97 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 100 The board shall (subject to clause 100) make available copies of the minutes referred to in clause 98 to any member of the public requesting them.
- 101 The board may exclude from any copy/reserved minutes made available to a member of the public under clause 99 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

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

- 102 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.
- 103 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.
- 104 When delegating powers under clause 101 or 102, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 105 Any delegation of powers under clause 101 or 102 may be revoked or altered by the board at any time.
- 106 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**

- 107 Subject to clause 107 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.
- 108 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 106.

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

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

- 110 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.
- 111 The board will develop a reserves policy.

## **MISCELLANEOUS**

### **Winding-up**

- 112 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.
- 113 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**

- 114 This constitution may (subject to clause 114) be altered by resolution of the voting members passed at a voting members' meeting (subject to achieving the two thirds majority referred to in clause 49) or by way of a written resolution of the members.
- 115 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**

- 116 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 116.1 any statutory provision which adds to, modifies or replaces that Act; and
- 116.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 115 above.
- 117 In this constitution: -
- 117.1 "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;
- 117.2 "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.

Final version agreed 2<sup>nd</sup> Feb 2022 – signed by Graham Hewitson, GWT Chair

