

## SCIO Constitution (two tier)

### CONSTITUTION

of

### Scottish Intensive Care Society SCIO

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## **GENERAL**

### **Type of organisation**

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

### **Scottish principal office**

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

### **Name**

3 The name of the organisation is "Scottish Intensive Care Society SCIO".

### **Purposes**

4 The organisation's purpose is to promote knowledge and practice pertaining to Intensive Care Medicine in Scotland and to provide a forum for the dissemination of information and the representation of its members.

### **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 council and take decisions on changes to the constitution itself;

9.2 the COUNCIL - who hold regular meetings, and generally control the activities of the organisation; for example, the council is responsible for monitoring and controlling the financial position of the organisation.

10 The people serving on the Council, with the exception of co-opted members, are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for and categories of membership**

11 The following categories of membership will exist with election and voting status outlined:

11.1 **Consultant Membership** – open to any General Medical Council (GMC) Registered Medical Practitioner on the specialist register with a CCT/CCST who is involved in regular critical care work. Consultant members can vote in regional representative elections and in matters raised at members meetings.

11.2 **Specialty Doctors and Associate Specialists/Non-Consultant Career Grade Membership** -open to any GMC Registered Medical Practitioner involved in regular critical care work but not employed in a recognised training post. SAS/NCCG members can vote in regional representative elections and in matters raised at members meetings.

11.3 **Trainee Membership** -open to any GMC Registered Medical Practitioner involved in critical care work in a recognised training post. Trainee members can vote in regional representative elections, matters raised at members meetings. In addition trainee members are able to vote in the trainee group elections.

11.4 **Nurse /Allied Health Care Professional /Other associated professions Membership** -open to all health care professionals with an interest and ongoing involvement in critical care. Nurse/AHP/OAP members may vote in regional representative elections and in matters raised at members meetings. In addition, nurse/AHP/OAP members may vote in Nurse/AHP/OAP representative elections.

11.5 **Retired Membership** -open to any previous member of the society who have now retired from clinical practice. Retired members may subscribe at a reduced rate. Retired members retain voting rights as per their previous membership status.

11.6 **Student Membership** – open to any students undertaking further education in healthcare or a related field. A restricted membership fee will be payable providing student members with access to the education and training available through the charity. However, this category of membership will have no voting rights.

11.7 **Honorary membership** – open to anyone who has served the Society and/or Scottish Intensive Care in general in a praiseworthy fashion. No membership fee is payable for this special category. Honorary Members may vote as Consultant members.

12 Employees of the organisation are not eligible for membership.

### **Application for membership**

13 Any person who wishes to become a member must complete an application form and lodge it with the organisation along with remittance to meet the annual membership subscription.

14 All applications for membership will be subject to approval by the SICS Council in accordance with the Council's Standard Operating Policy.

15 The SICS Council may, at its discretion, refuse to admit any person to membership.

16 The Council will notify each applicant promptly (in writing or by e-mail) of the decision on whether or not to admit them to membership. If the decision was to refuse admission, the Council shall return to the applicant the remittance lodged by them under clause 13.

### **Membership subscription**

17 Members are required to pay an annual membership subscription; unless and until otherwise determined by the members, the amount of the annual membership subscription varies depending on the level of membership and such fees shall be decided annually at the AGM.

17.1 The annual membership subscriptions shall be payable in advance on or before the end of February in each year for membership running from March - February.

17.2 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.

17.3 If the membership subscription payable by any member remains outstanding more than 3 months after the date on which it fell due - and providing they have been given at least one reminder - the board may, by resolution to that effect, expel them from membership.

17.4 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription

### **Register of members**

18 The council must keep a register of members, setting out

18.1 for each current member:

18.1.1 their full name and address;

18.1.2 the date on which they were registered as a member of the organisation; and

18.1.3 the type of membership they hold

18.2 for each former member - for at least six years from the date on which they ceased to be a member:

18.2.1 their name;

18.2.2 the date on which they ceased to be a member; and

18.2.3 the type of membership they held.

19 The council must ensure that the register of members is updated within 28 days of any change:

19.1 which arises from a resolution of the council 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 council 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 council 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 (by email or letter) of withdrawal to the organisation, signed by them (for the avoidance of doubt, electronic signatures are acceptable); they will cease to be a member as from the time when the notice is received by the organisation.

22 Any person who fails to pay the required membership fee within 3 months of it falling due will be deemed to have withdrawn from membership.

### **Transfer of membership**

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

## **Re-registration of members**

24 The council may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the council.

25 If a member fails to provide confirmation to the council (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 24, the council may expel them from membership.

26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

## **Expulsion from membership**

27 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-

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

27.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

## **Termination**

28 Membership of the organisation will terminate on death.

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

### **Members' meetings**

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

30 The gap between one AGM and the next must not be longer than 15 months.

31 Notwithstanding clause 29, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.

32 The business of each AGM must include:-

32.1 a report by the president on the activities of the organisation;

32.2 consideration of the annual accounts of the organisation;

32.3 the election/re-election of charity trustees, as referred to in clauses 60 to 63.

33 The Council may arrange a special members' meeting at any time.

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

34 The Council must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:

34.1 the notice states the purposes for which the meeting is to be held; and

34.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

35 If the Council receive a notice under clause 34.4, the date for the meeting which they arrange in accordance with the notice must not be later than 60 days from the date on which they received the notice.

### **Notice of members' meetings**

36 At least 21 clear days' notice must be given of any AGM or any special members' meeting.

37 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

37.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

37.2 in the case of any other resolution falling within clause 48 (requirement for two-thirds majority) must set out the exact terms of the resolution.

38 The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,

38.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

38.2 the day of the meeting itself should also be excluded.

39 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

40 Any notice which requires to be given to a member under this constitution must be: -

40.1 sent by post to the member, at the address last notified by them to the organisation; *or*

40.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

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

41 No valid decisions can be taken at any members' meeting unless a quorum is present in person.

42 The quorum for a members' meeting is ten voting members, present in person.

43 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

44 The president of the organisation should act as chairperson of each members' meeting.

45 If the president 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**

46 Every Consultant, SAS/NCCG, Nurse/AHP/OAP, Trainee and Honorary member has one vote, which must be given personally; for the avoidance of doubt, a vote given by a member participating in the meeting through any of the methods referred to in clause 41 will be taken to be given personally for the purposes of this clause.

47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.

48 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 52):

48.1 a resolution amending the constitution;



48.2 a resolution expelling a person from membership under clause 27;

48.3 a resolution directing the council to take any particular step (or directing the council 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 members present at the meeting) ask for a secret ballot.

51 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

### **Written resolutions by members**

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

### **Minutes**

53 The Council 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.

## **COUNCIL**

### **Number of charity trustees**

55 The maximum number of charity trustees is 30 and the Council shall be made up of the following elements:

**55.1 The officers who will be medically qualified and members of the charity. The officer posts are:-**

**55.1.1 The President.** The president must be a medically qualified Consultant member of the Society and will be elected one year prior to taking office, and during the year will hold the post of President-elect. The President will serve for a period of two years commencing at an Annual General Meeting. At the end of that term, the President will not be eligible for re-election but will serve as immediate past-president for one year;

**55.1.2 The President-elect OR immediate past-President;**

**55.1.3 Secretary** (to be elected by the Council from the elected representatives at which point they cease to be an elected representative). The Secretary will serve for a period of 3 years, from the date of the AGM following their appointment. At the end of the term, they may serve for a further year if agreement is reached between the individual and the Council to do so;

**55.1.4 Treasurer** (to be elected by the Council from the elected representatives at which point they cease to be an elected representative). The Treasurer will serve for a period of 3 years, from the date of the AGM following their appointment. At the end of the term, they may serve for a further year if agreement is reached between the individual and the Council to do so;

**55.1.5 Membership Secretary** (to be elected by the Council from the elected representatives at which point they cease to be an elected representative). The Membership secretary will serve for a period of 3 years, from the date of the AGM following their appointment. At the end of the term, they may serve for a further year if agreement is reached between the individual and the Council to do so;

**55.1.6 Meetings Secretary** (to be elected by the Council from the elected representatives at which point they cease to be an elected representative). The Meetings Secretary will serve for a period of 3 years, from the date of the AGM following their appointment. At the end of the term, they may serve for a further year if agreement is reached between the individual and the Council to do so.

**55.2 Elected representatives**

**55.2.1 Nurse/AHP/OAP representative** – who will be elected by the Nurse/AHP/OAP members

**55.2.2 Trainee Committee representative** – who will be elected by the Trainee Committee

55.2.3 **Regional representatives** – who will be elected by the membership according to the location in which they spend most of their professional time. The constituencies will be:-

55.2.3.1 **NORTH:** Highland, Grampian, Tayside, Orkney, Shetland and the Western Isles (3 representatives);

55.2.3.2 **EAST:** Lothian, Borders and Fife (3 representatives);

55.2.3.3 **WEST:** Dumfries & Galloway, Ayrshire & Arran, Lanarkshire and Forth Valley (3 representatives);

55.2.3.4 **GREATER GLASGOW & CLYDE** including for the avoidance of doubt Golden Jubilee Hospital (3 representatives).

### 55.3 **Co-opted council members**

The council may at any time appoint any member or non-member of the organisation to be a Co-opted member using their powers under clause 61 and 64. The Co-opted members shall not have any voting rights and as such shall not be Charity Trustees. At no time shall the amount of co-opted Council members constitute a majority of Council members.

56 The minimum number of charity trustees is 8.

### **Eligibility**

57 A person shall not be eligible for election/appointment to the council under clauses 55 to 61 unless they are a member of the organisation; a person appointed to the council under clause 64 need not, however, be a member of the organisation.

58 A person will not be eligible for election or appointment to the council if they are: -

58.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

58.2 an employee of the organisation.

### **Initial charity trustees**

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

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

60 At each AGM, the members may elect any member (unless they are debarred from membership under clause 58) to be a charity trustee.

61 The council may at any time appoint any member (unless they are debarred from membership under clause 58) to be a charity trustee.

62 At each AGM, all of the charity trustees elected/appointed under clause 55.2, who have served their two year term of office shall retire from office with the exemption of the Presidential roles – but shall then (subject to clause 62.2) be eligible for re-election. For the avoidance of doubt, this section applied to Elected Representatives under section 55.2. The office bearers' terms of office are contained in Clauses 55.1-55.5 inclusive.

62.1 An elected representative or co-opted Council member who has served on the board for a period of 2 years shall automatically vacate office on expiry of that 2 year period but will be eligible for a further term of office.

62.2 A person who has served on the board for two consecutive 2 year terms shall then not be eligible for re-election until a further 2 years have elapsed.

62.3 For the purposes of clause 62:

62.3.1 the period from the date of the formation of the organisation to the first AGM shall be disregarded;

62.3.2 the period between the date of appointment of a charity trustee and the AGM which next follows shall be disregarded;

62.3.3 the period between one AGM and the next shall be deemed to be a period of one year;

62.3.4 if a charity trustee ceases to hold office but is reappointed to that office within a period of six months, they shall be deemed to have held office as a charity trustee continuously.

63 A charity trustee retiring at an AGM after will be deemed to have been re-elected unless: -

63.1 they advise the council prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

63.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or

63.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Appointment/re-appointment of co-opted Council Members**

64 In addition to their powers under clause 61, the council may at any time appoint any non-member of the organisation to be a co-opted Council member (subject to clause 55, and providing they are not debarred from membership under clause 58) on the basis that they have specialist experience and/or skills which could be of assistance to the council.

65 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**

66 A charity trustee will automatically cease to hold office if: -

66.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

66.2 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;

66.3 (in the case of a charity trustee elected/appointed under clauses 58 to 63) they cease to be a member of the organisation;

66.4 they become an employee of the organisation;

66.5 they give the organisation a notice of resignation, signed by them;

66.6 they are absent (without good reason, in the opinion of the council) from more than two consecutive meetings of the council - but only if the council resolves to remove them from office;

66.7 they are removed from office by resolution of the council 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 80);

66.8 they are removed from office by resolution of the council 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

66.9 they are removed from office by a resolution of the members passed at a members' meeting.

67 A resolution under paragraph 66.7, 66.8 or 66.9 shall be valid only if: -

- 67.1 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;
- 67.2 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
- 67.3 (in the case of a resolution under paragraph 66.7 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**

- 68 The council must keep a register of charity trustees, setting out
  - 68.1 for each current charity trustee:
    - 68.1.1 their full name and address;
    - 68.1.2 the date on which they were appointed as a charity trustee; and
    - 68.1.3 any office held by them in the organisation;
  - 68.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
    - 68.2.1 the name of the charity trustee;
    - 68.2.2 any office held by them in the organisation; and
    - 68.2.3 the date on which they ceased to be a charity trustee.
- 69 The council must ensure that the register of charity trustees is updated within 28 days of any change:
  - 69.1 which arises from a resolution of the council or a resolution passed by the members of the organisation; or
  - 69.2 which is notified to the organisation.
- 70 If any person requests a copy of the register of charity trustees, the council 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 organisation, the council 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**

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

71.1 if they cease to be a charity trustee; *or*

71.2 if they give to the organisation a notice of resignation from that office, signed by them.

### **Powers of council**

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

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

74 The members may, by way of a resolution passed in compliance with clause 48 (requirement for two-thirds majority), direct the council to take any particular step or direct the council not to take any particular step; and the council shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

75 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:-

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

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

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

75.3.1 put the interests of the organisation before that of the other party;

75.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;

75.4 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.

76 In addition to the duties outlined in clause 75, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

76.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

76.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

77 Provided they have declared their interest - and have 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 8078 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.

78 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.

79 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**

80 Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the council from time to time.

81 The code of conduct referred to in clause 80 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 council meetings**

82 Any charity trustee may call a meeting of the council *or* ask the secretary to call a meeting of the council.

83 At least 21 days' notice must be given of each council meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.



## **Procedure at council meetings**

84 No valid decisions can be taken at a council meeting unless a quorum is present; the quorum for council meetings is 6 charity trustees (including at least one office bearer), present in person. A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting

85 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 84, 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.

86 The president of the organisation should act as chairperson of each council meeting.

87 If the president 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), then the President-elect or past-President will chair the meeting, both of whom failing the Secretary will chair. If the holder of that office is also unavailable, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

88 Every charity trustee has one vote, which must be given personally.

89 All decisions at council meetings will be made by majority vote.

90 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.

91 The council may, at its discretion, allow any person to attend and speak at a council meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.

92 A charity trustee must not vote at a council 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.

93 For the purposes of clause 92: -

93.1 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;

93.2 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**

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

95 The minutes to be kept under clause 94 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**

96 The council 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.

97 The council may also delegate to the president of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

98 When delegating powers under clause 96 or 97, the council must set out appropriate conditions (which must include an obligation to report regularly to the council).

99 Any delegation of powers under clause 96 or 97 may be revoked or altered by the council at any time.

100 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the council.

### **Operation of accounts**

101 Subject to clause 102, the signature of one Charity Trustee appointed by the council 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. For the avoidance of doubt, the council may appoint more than one signatory from the Charity Trustees (i.e. the Council with the exception of Co-opted members) but only one signature is required.

102 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 101.

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

103 The council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

104 The council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the council consider that an audit would be appropriate for some other reason), the council should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

105 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.

106 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**

107 This constitution may (subject to clause 108) 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.

108 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**

109 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

109.1 any statutory provision which adds to, modifies or replaces that Act; and

109.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 109.1 above.

110 In this constitution: -

110.1 “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;

110.2 “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.