

# CONSTITUTION OF THE COIGACH COMMUNITY TRUST

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## 1. Name & Type of Organisation

The name of the charity is the Coigach Community Trust which will upon registration be a Scottish Charitable Incorporated Organisation ("SCIO").

## 2. Scottish Principal Office

The principal offices of the SCIO will be in Scotland.

## 3. Purposes

The purposes of the SCIO are to provide facilities in the interest of social welfare and for recreation and leisure time occupation, with the object of improving conditions of life of the residents of Coigach, Ross-shire without discrimination on the grounds of gender, race, political, religious or other beliefs.

Without prejudice to the generality of the foregoing, the SCIO may, amongst others, seek to maintain and if necessary replace, renew and rebuild a village hall and other facilities in Coigach, Ross-shire and to rent out or otherwise make available all or part of the facilities to voluntary organisations and others who the trustees in their sole discretion consider will use the facilities to provide benefit for the community and/or individuals in need.

## 4. Powers

The charity has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

## 5. Liability

The members of the SCIO ("the Members") and its trustees ("the Charity Trustees") have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, neither the Members nor the Charity Trustees will be held responsible.

6. Notwithstanding the terms of clause 5, each Member has a legal duty to seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes.

## 7. General Structure

The structure of the charity shall consist of:

- (a) Members who have the right to attend Members' Meetings and elect the Charity Trustees; and
- (b) a board consisting of Charity Trustees ("the Board") who hold regular meetings and generally control the day-to-day activities of the charity.

## 8. Qualifications for Membership

Membership is open to any individual of voting age who resides within the district of Coigach, Ross-shire.

An eligible individual who wishes to become a Member should complete a written application for membership (in such form as the Board may require). The Charity Trustees shall have absolute discretion to decide whether to accept or reject any application for membership.

For the purposes of this clause, "voting age" means at least the minimum age at which a person is permitted to vote in a public election in Scotland.

The Charity Trustees shall have discretion to admit to membership an individual who has supported or assisted the charity, but would not otherwise qualify for membership.

## **9. Register of Members**

The Charity Trustees shall keep a register of the Members of the SCIO, setting out:-

- (a) the full name and address of each person who is or was within the preceding six years a Member;
- (b) the date on which such person was admitted to membership; and
- (c) the date on which any person ceased to be a member.

The Charity Trustees shall update the register of Members within 28 days of receiving notice of any change to the matters set out in this clause.

## **10. Cessation of Membership**

Any Member shall cease to be a Member in the event of any of the following occurring:-

- (a) They give written notice of withdrawal of Membership;
- (b) they are expelled from Membership by way of a written resolution passed by not less than two-thirds of those present voting at a Members' meeting, provided that (i) at least 21 days' notice of the intention of proposed resolution has been given to the Member concerned, specifying the ground for the proposed expulsion, and (ii) the Member concerned has been given the opportunity to be heard on the resolution at the Members' meeting;
- (c) They cease to be resident in Coigach; or they die.

## **11. Public Meetings**

- (a) The Charity Trustees must convene an annual public meeting for members of the community of the district of Coigach ("the AGM") in each calendar year.
- (b) The length of time between one AGM and the next must not be longer than 15 months.
- (c) The business of each AGM shall include receiving:
  - (i) a report by the Charity Trustees on the activities of the charity;
  - (ii) the annual accounts of the charity;
  - (iii) the election of a person to audit the accounts of the charity; and
  - (iv) the election or re-election of Charity Trustees to fill any vacancies on the Board.

## **12. Special Members' Meetings**

A Special Members' Meeting may be called as a result of:

- (a) a decision of the Charity Trustees; or
- (b) a requisition by not less than fifteen Members.

The notice calling the Special Members' Meeting must specify (in general terms) the business to be dealt with at the meeting and, in the case of any resolution to alter the constitution of the SCIO, must set out the exact terms of the proposed alteration.

### **13. Procedures at Members' Meetings**

- (a) A quorum for any Members' Meeting shall be ten Members present in person;
- (b) One of the Charity Trustees shall act as Chairperson for each Members' Meeting.
- (c) Each Member shall have one vote.
- (d) If there is an equality of votes in respect of any matter or resolution, the Chairperson of the Meeting shall be entitled to a second or casting vote.
- (e) A Resolution put to the vote at a Members' Meeting will be decided on a show of hands, unless the Chairperson (or at least six other Members present at the meeting) request a secret ballot. The method of the conduct of the secret ballot shall be decided by the Chairman of the Meeting.
- (f) The Charity Trustees shall be responsible for ensuring that proper Minutes are kept of the meeting.

### **14. Notices of Meeting**

- (a) Not less than 14 clear days must be given for any Members' Meeting. In calculating the period of notice, the day following the day on which the notices are posted or sent by email (as the case may be) shall be excluded, and the day of the Meeting itself shall be excluded.
- (b) Notices of every Members' Meeting must be announced in the Ullapool News (or other local newspaper) and by email to those Members who have provided the SCIO with an email address for such purpose. Notices shall also be announced by poster in the Post Office and local shops where possible. Accordingly, there shall be no requirement to send notices to Members by post.
- (c) Any other notice may be given by post to the Member at the address last notified by him to the SCIO, or sent by email to the Member at an email address last notified by him to the SCIO.

## **BOARD OF CHARITY TRUSTEES**

### **15. Number of Charity Trustees**

The maximum number of Charity Trustees is fifteen. The minimum number of Charity Trustees is six.

- 16. Any member who is not disqualified from acting to be a Charity Trustee may be appointed as a Charity Trustee of the SCIO.

### **17. Appointment**

The first Charity Trustees shall be the persons named in the application for registration submitted to the Office of the Scottish Charity Regulator.

The first Charity Trustees shall resign at the first AGM but shall be eligible for re-election. Thereafter insofar as possible the Charity Trustees shall decide amongst themselves a scheme for retirement by rotation so that the number of Charity Trustees retiring by rotation at each AGM shall be as near one-third as possible. Those retiring first shall be those who have been co-opted followed by those who have served longest since last re-election and where this is an equality of service, lots shall be cast to decide who shall retire. Any retiring Charity Trustee shall be eligible for immediate re-election.

The Charity Trustees may co-opt up to three additional persons who are adults and not disqualified from acting to be a Charity Trustee to fill any casual vacancies. Such co-opted Charity Trustees shall hold office until the next following AGM when they shall stand down but be eligible for election.

## **18. Termination of Office**

A Charity Trustee will automatically cease to hold office if:

- (a) they are disqualified from acting as a Charity Trustee by a competent authority;
- (b) they become incapable for medical reasons of carrying out their duties as a Charity Trustee, but only if such incapacity has continued (or is expected to continue) for a period of more than six months;
- (c) they sign a notice of resignation and produce this to the SCIO;
- (d) they are absent (without permission of the Board) for more than three consecutive meetings of the Board, but only if the Board resolves to remove them from office (by way of a resolution passed by majority vote at a Board Meeting);
- (e) they are removed from office as a Charity Trustee, for any reason other than as referred to in clause 21(d), by way of a resolution passed at a Members' Meeting, but only if at least two-thirds of the Members present vote in favour of such resolution.

## **19. Register of Charity Trustees**

The Board must keep a register of Charity Trustees, setting out:-

- (a) the full name and address of each person who is (or was, within the preceding six years) a Charity Trustee;
- (b) the date on which any person became a Charity Trustee;
- (c) the date on which any person ceased to be a Charity Trustee; and
- (d) details of any office in the SCIO held by the person in question.

The Board shall update the register of Charity Trustees within 28 days of receiving notice of any change to the matters set out in this clause.

## **20. Office Bearers**

The Charity Trustees shall elect from among their number a chairperson ("the Chair") and any other office bearers they consider necessary or desirable.

Any person elected to any office will automatically cease to hold that office if (i) they cease to be a Charity Trustee or (ii) they resign from office and give notice of such resignation to the SCIO.

## **21. Power of the Board**

Subject to any other provision of this Constitution, the SCIO (and its assets and operations) will be managed on a day-to-day basis by the Board, and the Board may exercise all the powers of the SCIO (as defined in clause 4 above).

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

## **23. Personal Interests**

A Charity Trustee who has a personal interest in any arrangement which the SCIO is proposing to enter into must declare that interest at a Board Meeting, before the decision is taken by the Board on whether or not to proceed with that arrangement.

24. For the purposes of clause 23, a person is taken to have a personal interest if a member of that person's close family, or an organisation with which that person (or a member of that person's close family) is affiliated would stand to benefit from, or otherwise have an interest in, the arrangement.
25. Provided that a Charity Trustee has declared their personal interest in terms of clause 23, and has not voted on the question of whether or not the SCIO should enter into the arrangement in which the Charity Trustee has a personal interest, then the Charity Trustee will not be debarred from entering into the arrangement from which their personal interest arises, and they may retain any personal benefit which arises from that arrangement.
26. No Charity Trustee shall be remunerated by the SCIO for carrying out his or her duties as a Charity Trustee. Without prejudice to the foregoing, a Charity Trustee may receive remuneration for services he or she provides to or on behalf of the charity, but only if the following conditions are met:
- (a) The Charity Trustee concerned (i) has demonstrated to the satisfaction of the Board that he or she will provide best value for money in respect of the services required, or (ii) is the only competent person who has offered to provide the services required following reasonable attempts by the charity to find an independent service provider;
  - (b) The maximum amount of remuneration is set out in a written agreement between the service provider and the charity;
  - (c) The amount of remuneration is reasonable in the circumstances;
  - (d) The Charity Trustees are satisfied that it will be in the interests of the charity for those services to be provided by the service provider for the maximum amount; and
  - (e) The majority of the Board are not in receipt of remuneration.
27. Charity Trustees may be paid such travelling and other expenses as are reasonably and properly incurred by them in connection with the carrying out of their duties, and shall include for the avoidance of doubt expenses relating to attendance at meetings.

## **28. Notice of Board meetings**

Any Charity Trustee may call a meeting of the Board.

29. At least 7 days' notice must be given of each Board meeting, unless (in the reasonable opinion of the Charity Trustee calling the meeting) there is a degree of urgency which renders that length of notice inappropriate.

### **30. Procedure at Board meetings**

A decision taken at a Board meeting shall only be valid where a quorum is present. The quorum for Board meetings is six Charity Trustees present in person.

31. If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 30, the remaining Charity Trustees shall have the power to (i) appoint persons to such vacancies (but shall have no power to make any other valid decisions) or (ii) to request that the Office of the Scottish Charity Regulator appoint a person as an acting charity trustee for the SCIO. Any persons co-opted to fill such vacancy shall serve until the next AGM.
32. The Chair shall act as the chairperson of each Board meeting. If the Chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing or for any reason not able 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.
33. Proper minutes of all Board meetings shall be kept and the Charity Trustees shall appoint one of their number or such other person to take and keep the minutes. The minutes may be circulated and preserved electronically or by hard copy as the Charity Trustees may decide from time to time.
34. Each Charity Trustee shall have one vote, which must be given personally.
35. Except where this Constitution provides that a higher threshold should apply, all decisions at Board meetings shall be made by majority vote.
36. In the event of there being an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to make a second (casting) vote.
37. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that such person is not a Charity Trustee, but only on the basis that they shall not participate in any decision-making.
38. 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 which conflicts (or may conflict) with the interests of the SCIO. In such event, they must withdraw from the meeting for as long as the conflicted matter is dealt with by the other Charity Trustees.
39. The reference to "personal interest" in clause 38 shall be interpreted in accordance with clause 24.

## **ADMINISTRATION**

### **40. Delegation to Sub-Committees**

- (a) The Board may delegate any of their powers to a Sub Committee or to any one of the Charity Trustees. A Sub Committee must include at least one Charity Trustee but other members of a Sub Committee need not be a Charity Trustee;
- (b) The Board may also delegate to the Chair of the Board (or the holder of any other appropriate post) such of their powers as they consider appropriate;
- (c) When delegating powers under this clause 40 the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board);

- (d) Any delegation of powers under this clause 40 may be revoked or altered by the Board at any time;
- (e) The rules of procedure for each Sub Committee and the provisions relating to membership of each Sub Committee shall be set out by the Board.

#### **41. Operation of Accounts**

The Board may decide what banking accounts shall be opened and shall make such resolutions as are necessary for the opening and operation of such accounts.

#### **42. Accounting records and annual accounts**

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

- 43. The Board must prepare annual accounts, complying with all relevant statutory requirements. In the event of an audit being required under any statutory provision (or where the Board considers in its sole discretion that an audit would be appropriate for any other reason), the Board shall ensure that an audit of the accounts is carried out by a suitably-qualified auditor.

### **MISCELLANEOUS**

#### **44. Winding Up**

If the SCIO is to be dissolved, the winding up process may only be completed with the knowledge and consent of the Office of the Scottish Charity Regulator.

- 45. For the avoidance of doubt, no part of the income or property of the SCIO may be paid or transferred (directly or indirectly) to the Charity Trustees (either in the course of the SCIO's existence or on dissolution) except where this is done in direct furtherance of the SCIO's charitable aims.
- 46. Any surplus assets (after meeting all liabilities) shall be made over to another charity registered in Scotland having purposes which are the same as (or similar to) the purposes set out in clause 3 of this Constitution.

#### **47. Alterations to the Constitution**

This Constitution may be altered by a resolution passed at a Members' Meeting, provided that at least two-thirds of the Members present at the Meeting vote in favour of the resolution.

*THE SCIO WAS REGISTERED WITH THIS CONSTITUTION BY THE OFFICE OF THE SCOTTISH CHARITY REGULATORY ON 8 JULY 2015.*

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