

HIGHLAND SENIOR CITIZENS NETWORK

CONSTITUTION

OF A

SCOTTISH CHARITABLE

INCORPORATED ORGANISATION (SCIO)

Reviewed March 2015

General

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO). The Charity Registration Number is SC034260 and was registered on 7th February 2013.

Scottish Principle Office

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

Name

- 3 The name of the organisation is HIGHLAND SENIOR CITIZENS NETWORK “the Network” (SCIO).

Purposes

- 4 The organisation’s purposes are to encapsulate the mission “nothing about us without us” for older people services:
 - 4.1 To advance education, relieve poverty and promote the social recreational and welfare good of older people resident in the Highland area,
 - 4.2 To combat social isolation, marginalisation and powerlessness experienced by older people living in the Highland area through collective advocacy, including:
 - 4.2.1 Developing and monitoring the quality and effectiveness of services for older people across the Highland area,
 - 4.2.2 Stimulating and helping to facilitate innovative work in service development at local and national levels, and
 - 4.2.3 Promoting social inclusion, equality and diversity and active participation in older people services in the Highland area.
 - 4.3 By assisting the work of statutory, public and voluntary organisations in relation to provision of such facilities, and
 - 4.4 By doing anything which promotes the purposes provided that such will not relieve any such organisation of its statutory responsibility.

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
 - 5.1 To engage in such lawful activities necessary for the furtherance of the purposes.
 - 5.2 To employ and pay any person or persons to supervise, organise and carry on the work of the Network.
 - 5.3 To engage and pay fees to professional and technical advisers/consultants to assist in the work of the Network.
 - 5.4 To establish local branches when and where considered to be necessary with such powers as may be considered by the Network as appropriate.

- 5.5 To promote and carry out or assist in promoting and carrying out research, surveys and investigations, and where considered appropriate publish the results.
 - 5.6 To collect and disseminate information on all matters affecting the purposes and exchange such information with other bodies having similar purposes whether in this country or overseas.
 - 5.7 To purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the purposes and construct, maintain and alter any buildings considered appropriate for the work of the Network.
 - 5.8 To borrow or raise money for the purposes and accept gifts on such terms.
 - 5.9 To invest funds of the Network not immediately required for the purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members – either in the course of the organisation’s existence or on dissolution – except where this is done in direct furtherance of the organisation’s charitable purposes.

Liability of Members

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General Structure

- 9 The structure of the organisation consists of :-
 - 9.1 The MEMBERS – who have the right to attend members’ meetings (including any Annual General Meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Board and take decisions on changes to the constitution itself.
 - 9.2 The BOARD – who hold regular meetings, and generally control the activities of the organisation; for example, the Board is responsible for monitoring and controlling the financial position of the organisation.
 - 9.3. The Board can also invite members and observers to the Board where necessary. Observers should be encouraged to join the organisation.
- 10 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

11 Membership is open to any individual aged 16 or over or any organisation subscribing to the objects of the Network and accepting its constitution.

11.1 There shall be three categories of membership:

11.1.1 Individual Older Person,

11.1.2 Affiliated Organisations and Groups,

11.1.3 Other interested and concerned individuals.

11.2 An older person shall be defined as an individual of age 55 or over.

12 Employees of the organisation are not eligible for membership.

Application for membership

13 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Board at its next Board meeting.

14 The Board may, at its discretion, refuse to admit any person to membership.

15 The Board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit him/her to membership.

Membership subscription

16 The annual membership fee shall be determined by the Board, and presented for agreement by the membership at the Annual General Meeting.

Register of members

17 The Board must keep a register of members, setting out.

17.1 for each current member:

17.1.1 his/her full name and address; and

17.1.2 the date on which he/she was registered as a member of the organisation.

17.2 for each former member – for at least six years from the date on which he/she ceased to be a member :

17.2.1 his / her name; and

17.2.2 the date on which he/she ceased to be a member.

18 The Board must ensure that the register of members is updated within twenty eight days of any change:

18.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or

18.2 which is notified to the organisation.

- 19 If a member or charity trustee of the organisation requests a copy of the register of members, the Board must ensure that a copy is supplied to him/her within twenty eight days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Board may provide a copy which has the address blanked out.

Honorary Officers

- 20.1 Only members of the Network shall be eligible to serve as Honorary Officers of the Network.
- 20.2 The Offices of the Chair, Vice-Chair, Board Secretary, Treasurer and Media Relations Officer shall be nominated and appointed by members of the Board at their first meeting after the Annual General Meeting.
- 20.2.1 These Office Bearers shall be appointed for a period of two years, but shall become eligible for re-election.
- 20.2.2 Office Bearers shall hold office until the first Board meeting after the Annual General Meeting.
- 20.2.3 In the event of an office bearer resigning or retiring during the term of office, the Board may replace her/him from among their number until the next Annual General Meeting.
- 20.3 The Board Secretary shall keep minutes of all general meetings and meetings of the Board, she/he shall be responsible for correspondence, she/he shall implement the instructions of the Board.
- 20.4 The Treasurer shall be responsible for all financial transactions of the Network.
- 20.5 The Media Relations Officer will be responsible for all press and publicity information concerning the Network.
- 20.6 Honorary Officers will be charity trustees on the Board.
- 21.1 Only members of the Network shall be eligible to serve as members of the Board.
- 21.2 Up to twenty members of the Network shall be elected at the Annual General Meeting to serve on the Board for a period of one year. They shall be eligible for re-election. The twenty nominations to the Board will be charity trustees on the Board.
- 21.3 Nominations to the Board must be proposed and seconded by members of the Network, and endorsed by the nominee.
- 21.4 Interested organisations, to a maximum of four, could be invited to appoint a representative to serve on the Board.
- 21.5 Should a member of the Board resign, or a vacancy remain unfulfilled at the Annual General Meeting, the Board shall have the power to fill the vacancy by co-option, to serve until the next Annual General Meeting. A co-opted person will be a charity trustee on the Board.
- 21.6 The Board shall meet at least six times per year.
- 21.7 The quorum at each Board meeting shall be eight.

- 21.8 The voting shall be decided by a simple majority, the Chair having a deliberative vote, and a second casting vote, only in the event of equality of voting.

Withdrawal from membership

- 22 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Re-registration of members

- 24 The Board 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 twenty eight days (running from the date of issue of the notice) to provide that confirmation to the Board.
- 25 If a member fails to provide confirmation to the Board (in writing or by email) that he/she wishes to remain as a member of the organisation before the expiry of the twenty eight day period referred to in clause 24, the Board may expel him/her from membership.
- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the twenty eight 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 twenty one 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.

DECISION-MAKING BY THE MEMBERS

Members' meeting

- 28 The Board must arrange a meeting of members (an Annual General Meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28, 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 fifteen months of the date on which the organisation is formed.
- 31 The business of each AGM must include:
- 31.1 a report by the Chair on the activities of the organisation.
- 31.2 Consideration of the annual accounts of the organisation.

31.3 The election/re-election of charity trustees, as referred to in clauses 62 to 65.

32 The Board may arrange a special members' meeting at any time.

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

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

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

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

34 If the Board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than twenty eight days from the date on which they received the notice.

Notice of members' meetings

35 At least twenty one clear days' written notice must be given of any AGM or any special members' meeting.

35.1 Public notice of a meeting shall be given in a local newspaper not less than twenty one days prior to the date of the meeting. Public notice will also be sent electronically and printed in a newsletter for those members without access to computers not less than twenty one days prior to the date of a meeting.

35.2 The AGM shall be chaired by the Chair or Vice-Chair.

35.3 A record kept of all attendees.

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

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

36.2 in the case of any other resolution falling within clause 46 (requirement for two-thirds majority) must set out the exact terms of the resolution.

36.3 The agenda for an Annual General Meeting shall include:

36.3.1 Presentation of the Chair's report,

36.3.2 Presentation of the Annual Report,

36.3.3 Presentation of certified accounts to preceding 31 March,

36.3.4 Acceptance of resignations,

36.3.5 Election to the Board of charity trustees,

- 36.3.6 Appointment of auditor/certified examiner (who may be a non-member of the Network).
- 36.4 Motions submitted by the Board to members of the Network.
- 37 The Board Secretary shall call a Special General Meeting of the Network within twenty one days of receiving a written request so to do signed by not less than four members of the Network.
- 37.1 Such written request shall state exact wording of the points for consideration at the meeting and no other business will be relevant.
- 37.2 The Board Secretary shall state exactly what business is proposed, and shall include the terms of proposed resolutions.
- 37.3 The Special General Meeting shall be chaired by the Chair or Vice Chair.
- 38 The reference to “clear days” in clause 35 shall be taken to mean that in calculating the period of notice:
- 38.1 the day after the notices are posted (or sent by email) 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 him/her to the organisation; or
- 40.2 sent by email to the member, at the email address last notified by him/her to the organisation.

Procedure at members’ meetings

- 41 No valid decisions can be taken at any members’ meeting unless a quorum is present.
- 42 The quorum for a members’ meeting is eight voting members, present in person.
- 43 The quorum for a Special General Meeting shall be eight voting members.
- 44 If a quorum is not present within fifteen 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.
- 45 The Chair of the organisation should act as Chair of each members’ meeting.
- 46 If the Chair of the organisation is not present within fifteen minutes after the time at which the meeting was due to start (or is not willing to act as Chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as Chair of that meeting.

Voting at members' meetings

- 47 Every member has one vote, which must be given personally.
- 47.1 Every member can have an option to vote by proxy vote and this should be notified to the Board in writing.
- 48 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 49.
- 49 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 54):
- 49.1 a resolution amending the constitution;
- 49.2 a resolution expelling a person from membership under clause 27;
- 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); 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 Chair of the meeting will be entitled to a second (casting) vote.
- 51 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the Chair (or at least two other members present at the meeting) ask for a secret ballot.
- 52 The Chair will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.
- 53 Where an affiliated organisation / group is a member, when voting they shall appoint two individuals to vote on their behalf.

Written resolutions by members

- 54 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

- 55 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 56 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the Chair of the meeting.
- 57 The Board shall make available copies of the minutes referred to in clause 55 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 101.

BOARD

Number of charity trustees

- 58 The maximum number of charity trustees is twenty members of the Board, including the Chair, Vice Chair, Board Secretary, Treasurer and Media Relations Officer, plus the four invitees from interested organisations, making a total of twenty four charity trustees of which several may be co-opted to the Board (see clauses 28-40).
- 59 The minimum number of charity trustees is five.

Eligibility

- 60 A person will not be eligible for election or appointment to the Board unless he/she is a member of the organisation.
- 61 A person will not be eligible for election or appointment to the Board if he/she is: -
- 61.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 61.2 an employee of the organisation.
 - 61.3 New applicants must complete an application form to become a trustee.

Initial charity trustees

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

Election, retiral, re-election

- 63 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 61) to be a charity trustee.
- 64 The Board may at any time appoint any member (unless he/she is debarred from membership under clause 61) to be a charity trustee.

- 65 At each AGM, all of the charity trustees must retire from office – but may then be re-elected under clause 62.
- 66 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 66.1 he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee: or
 - 66.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 66.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 67 A charity trustee will automatically cease to hold office if: -
- 67.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 67.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 67.3 he/she ceases to be a member of the organisation;
 - 67.4 he/she becomes an employee of the organisation;
 - 67.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 67.6 he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove him/her from office;
 - 67.7 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 80);
 - 67.8 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 67.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 68 A resolution under clauses 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 his/her 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 clauses 67.7 or 67.8) 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 his/her full name and address;
 - 69.1.2 the date on which he/she was 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 six years from the date on which he/she 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 he/she ceased to be a charity trustee.
- 70 The Board must ensure that the register of charity trustees is updated within twenty eight 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 twenty eight 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 Board Secretary (See clauses 20 to 21).)
- 73 In addition to the office-bearers required under clause 69, 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 72 or 73.
- 75 A person elected to any office will automatically cease to hold that office: -
- 75.1 if he/she ceases to be a charity trustee; or
 - 75.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

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

Charity trustees - general duties

- 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 79, 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 he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 77 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 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 his/her 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. The Treasurer, Board Secretary, Administrative Secretary and the Newsletter Editor will be paid £150 annually for expenses incurred. This sum to be reviewed annually.

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 84 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 or ask the Board Secretary to call a meeting of the Board.
- 87 At least seven 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 eight charity trustees, present in person.
- 89 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 88, 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 Chair of each Board meeting.
- 91 If the Chair is not present within fifteen minutes after the time at which the meeting was due to start (or is not willing to act as Chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as Chair of that meeting.
- 92 Every charity trustee has one vote, which must be given personally.
- 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 Chair 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 he/she is not a charity trustee - **but on the basis that he/she 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 97 For the purposes of clause 96:
- 97.1 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;
- 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 he/she is 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 98 must include the names of those present; and (so far as possible) should be signed by the Chair of the meeting.

- 100 The Board shall (subject to clause 99) 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 minutes made available to a member of the public under clause 100 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 102 or 103, 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 102 or 103 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 The financial year shall be from 1 April to 31 March
- 108 Subject to clause 108, the signatures of two out of four 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.
- 109 All funds raised by or on behalf of the Network shall be used to further the purposes of the Network and for no other purposes.
- 110 A bank account in the name of the Network shall be opened as determined by the Board and all monies received by the Network shall be lodged in the said account.

Accounting records and annual accounts

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

- 112 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.
- 113 The Treasurer shall keep proper accounting records and shall present regular financial statements to the Board.
- 114 An annual income and expenditure account, together with balance sheet for the financial year shall also be prepared for certification by the appointed auditor/examiner, and thereafter submitted for approval at the Annual General Meeting.
- 115 Expenses shall not be incurred by members of the Board without the prior agreement of the Office Bearers. All such expenses must be supported by receipts. Travel and other authorised expenses incurred by members attending meetings on behalf of the Network, shall be reimbursed on submission of receipts.

MISCELLANEOUS

Winding-up

- 116 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.
- 117 If on the winding up of the Network, any property remains after the satisfaction of all debts and liabilities; such property shall not be paid to or distributed among the members of the Network; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Network.

Alterations to the constitution

- 118 This constitution may (subject to clause 120) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 49) or by way of a written resolution of the members given to members of the Network not less than twenty one days prior to the date of the meeting.
- 119 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

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

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

120.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 110 above.

121. In this constitution: -

121.1 "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 2006, providing (in either case) that its objects are limited to charitable purposes;

121.2 "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.