

Reaching Out To The Community

BURRAY COMMUNITY ASSOCIATION

Registered Scottish Charity No SCO44768

CONSTITUTION

Scottish Charity Registration No	SCO44768
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Registered Address:
Burray Community Association
Burray Hall
Orkney KW17 2UG
SCOTLAND

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GENERAL

Name

- 1 The name of the organisation is “Burray Community Association” – (hereinafter referred to, as the ‘organisation’)

Type of Organisation

- 2 The organisation has been registered as a Scottish Charitable Incorporated Organisation (SCIO) since March 2014.

Scottish Principal Office

- 3 The principal office of the organisation is in Scotland, and will remain in Scotland.

Purpose

- 4 The organisation’s purpose is to:
 - 4.1 Promote the well-being of the residents in Burray Village and its close neighbourhood by associating with local statutory authorities, voluntary organisations and residents to develop, enhance and support educational, cultural, social and other leisure and recreational activities that will meet the needs of the community
 - 4.2 Foster a community spirit that will improve conditions and quality of residence in the village

In furtherance of the above, the organisation will:-

- 4.3 operate an equal Opportunities Policy where no one will be denied the right to equal access because of age, race, creed, colour, gender, disability, occupation, sexual orientation or political persuasion or marital status or having or not having dependants or for any other improper reason. There will also be equality of opportunity in the rights of members to attend general meetings, vote and hold office.
- 4.4 work with others to embrace differences and respect the rights of all – including children and young people.
- 4.5 remain fully committed to safeguarding the welfare of children, and recognise its responsibility to promote safe practice and to protect children from harm, abuse and exploitation.
- 4.6 maintain, manage and develop a Community Centre building and associated playpark facilities, for activities promoted by the organisation and its constituent members
- 4.7 carry out any building or refurbishment works or any adaptation of the premises or facilities which may at any time be deemed necessary or desirable
- 4.8 promote and support other charitable purposes as may, from time to time, be determined

Powers

- 5 The organisation has the power to;
 - 5.1 arrange and provide for, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, together with selected forms of recreational and other leisure-time activities
 - 5.2 raise funds and invite or receive donations and contributions, provided that the organisation does not undertake in any permanent trading activities to raise such funds for its charitable purposes;
 - 5.3 support any charitable trusts, associations or institutions formed for all or any of its charitable purposes;
 - 5.4 make rules and regulations for the proper supervision, control and management of any property and/or equipment which may be acquired
 - 5.5 undertake any other lawful actions or activities that will further its community and charitable purposes

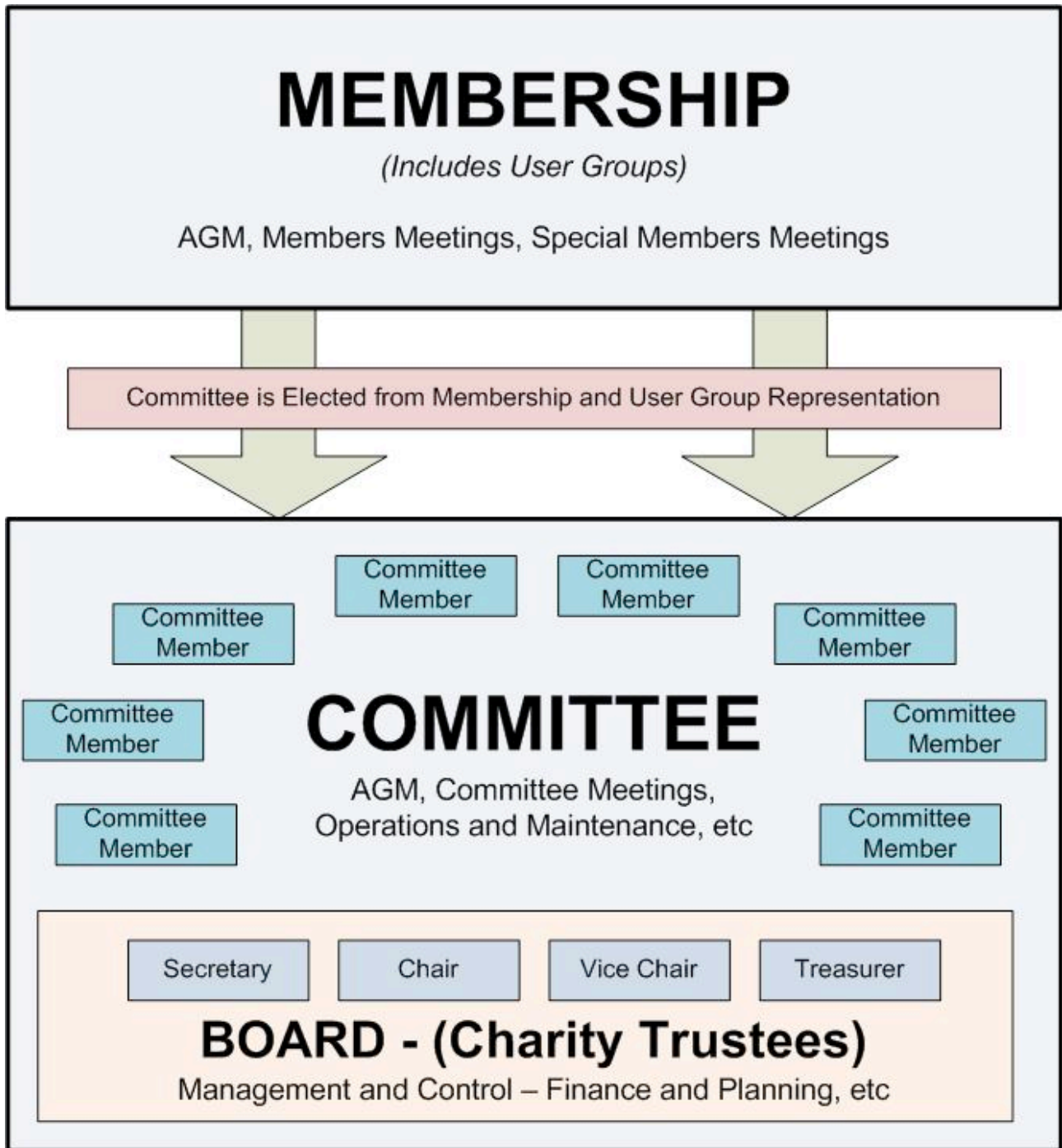
Liability of Members

- 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.
- 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 – have the right of representation at Committee Meetings and can attend the organisation's annual general meeting (AGM). The Members approve the appointment of Charity Trustees and take decisions on changes to the constitution.
 - 9.2 the COMMITTEE - members and nominated hall users who hold regular meetings, and generally control and the day-to-day activities of the organisation
 - 9.3 the BOARD – is embedded in the Committee and comprises elected Committee members who are responsible for monitoring and controlling the management and financial position of the organisation

- 10 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.



MEMBERS

Qualifications for Membership

- 11 Membership is open to any individual aged 16 or over who has an interest in the activities of the Burray Community Association. No application for membership will be refused on other than reasonable grounds. There will be no discrimination on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion, or any other improper reason.

Application for Membership

- 12 Any person who wishes to become a Member must sign a written application for membership.
- 13 The Committee may for good and sufficient reason, refuse membership or the renewal of any existing membership or terminate or suspend any membership provided the person or Member concerned has the right to be heard by the full Committee before a final decision is made, and provided the refusal, termination or suspension does not breach clause 11.
- 13.1 Any person or Member who has been refused membership or had their membership terminated or suspended may apply for reinstatement at the next Committee meeting.
- 14 The Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership Subscription

- 15 No membership subscription or fee is currently payable.

Register of Members

- 16 The Committee (Secretary) must keep a register of Members, setting out
- 16.1 for each current Member:
- his/her full name and address
 - the date on which he/she was registered as a Member of the organisation
 - preferred contact details.
- 16.2 for each former Member
(for at least six years from the date when he/she ceased to be a Member)
- his/her name
 - the date on which he/she ceased to be a Member.
- 17 The Committee (Secretary) must ensure the register of Members is updated within 28 days of any change:
- 17.1 which arises from a resolution of the Committee or a resolution passed by the Members of the organisation
- 17.2 which is notified to the organisation.
- 18 Information contained within the register of Members will be held and managed within the requirements of Data Protection legislation.
- 18.1 Where data is produced for association management purposes, every effort will be made to ensure this is anonymous and not individually identifiable unless express permission has been given for sharing or publishing.
- 18.2 If a Member requests a copy of the register of Members or data from the register, the Secretary must ensure data protection legislation is not compromised and the request falls within the scope of the organisation's

business. The Committee may also decide to withhold parts of the data not essential for the task (such as contact details).

Withdrawal from Membership

- 19 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

- 22 Membership of the organisation is non-transferable.

Re-registration of Members

- 20 The Committee may, at any time, issue notices by post at their last known address, or by e-mail, to any or all Members requiring them to confirm 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
- 21 If a Member fails to provide confirmation to the Committee (in writing or by e-mail) that he/she wishes to remain as a Member of the organisation before the expiry of the 28-day period referred to in clause 20, the Board may expel him/her from membership.
- 22 A notice under clause 20 will not be valid unless it refers specifically to the consequences (under clause 21) of failing to provide confirmation within the 28-day period.

Expulsion from Membership

- 23 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a Committee meeting, providing the following procedures have been observed:-
- 23.1 at least 21 days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion;
- 23.2 the Member concerned will be entitled to be heard on the resolution at the Committee meeting at which the resolution is proposed

DECISION MAKING BY THE MEMBERS

Annual General Meeting (AGM)

- 24 The Committee will arrange a meeting of Members (an annual general meeting) in each calendar year. The gap between one AGM and the next must not be longer than 15 months.
- 25 The main purpose of the AGM is to review the activities and accounts for the previous year and to elect/re-elect the Board and Committee members
- 26 The business of the AGM must include, as a minimum:-

- 26.1 a report by the Chair on the activities of the organisation;
- 26.2 consideration of the annual accounts of the organisation;
- 26.3 the election/re-election of Charity Trustees

27 An example AGM format and structure is shown in Appendix 1

Special Members' Meetings

- 28 The Committee must also arrange special Members' meetings if they are requested to do so by a notice (which may take the form of one or more documents in similar 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:
- 28.1 the notice states the purposes for which the meeting is to be held; and
 - 28.2 those purposes are consistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 29 If the Committee receives a notice under clause 28, the date for the meeting, which they arrange in accordance with the notice, must not be later than 28 days from the date on which they received the notice.

Notice of Members' Meetings

- 30 At least 14 clear days' notice must be given of any AGM or any special Members' meeting.
- 31 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 31.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 31.2 in the case of any other resolution falling within clause 42 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 32 The reference to "clear days" in clause 30 shall be taken to mean that, in calculating the period of notice,
- 32.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 32.2 the day of the meeting itself should also be excluded.
- 33 Notice of every Members' meeting must be given to all the Members of the organisation. However, any accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 34 Any notice which requires to be given to a Member under this constitution will normally be:-
- 34.1 sent by post to the Member, at the address last notified by him/her to the organisation; *or*

- 34.2 sent by e-mail to the Member, at the e-mail address last notified by him/her to the organisation.

Procedure at Members' Meetings

- 35 No valid decisions can be taken at any Members' meeting unless a quorum is present.
- 36 The quorum for a Members' meeting is 8 members, present in person.
- 37 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.
- 38 The chair or vice chair of the organisation should act as chairperson of each Members' meeting.
- 39 If the chair or vice chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Charity Trustee(s) present at the meeting will nominate the person who will act as chairperson of that meeting.

Voting at Members' Meetings

- 40 Every Member has one vote, which must be given personally.
- 41 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 42.
- 42 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 46):
- 42.1 a resolution expelling a person from membership under clause 23;
 - 42.2 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 42.3 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);
 - 42.4 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);
 - 42.5 a resolution for the winding up or dissolution of the organisation.
- 43 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.

- 44 A resolution put to the vote at a Members' meeting will be decided on a show of hands unless the chairperson (or any Member present at the meeting) asks for a secret ballot.
- 45 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written Resolutions by Members

- 46 A resolution agreed to in writing (or by e-mail) by not less than two thirds of 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

- 47 The Committee must ensure proper minutes are kept in relation to all Members' meetings.
- 48 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.
- 49 The Board shall make available copies of the minutes referred to in clause 47 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 111

COMMITTEE

Eligibility

- 50 A person will only be eligible for election or appointment to the Committee if he/she is a registered Member of the organisation.
- 51 The maximum number of Committee members is 16 and the minimum number is 6. This includes the Board Members – i.e., the Charity Trustees

Powers of the Committee

- 52 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Committee; and the Committee may exercise all the powers of the organisation
- 53 A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
- 54 The Members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the Committee to take any particular step or direct the Committee not to take any particular step; and the Committee shall give effect to any such direction accordingly.

DECISION MAKING BY THE COMMITTEE

Committee Meetings

- 55 Committee meetings will normally be held bi-monthly, and an agenda will be sent by the Secretary to all Committee members at least 7 days before the day of the meeting
- 56 The agenda will specify, in general terms, what business is to be dealt with at the meeting, and will include, as a minimum, the following;
- Apologies for absence
 - Declarations of interest
 - Approval of minutes from previous meeting
 - Matters arising from previous meeting(s)
 - Treasurer's report
 - Correspondence
 - Any other business
 - Date of next meeting

Procedure at Committee Meetings

- 57 No valid decisions can be taken at a Committee meeting unless a quorum is present.
- 58 The quorum for a Committee meeting is 6 Members, present in person.
- 59 If a quorum is not present within 15 minutes after the time at which the meeting is due to start - or if a quorum ceases to be present during the 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.
- 60 The chair or vice chair of the organisation will be chairperson of each Committee meeting.
- 61 If the chair or vice chair of the organisation is not present within 15 minutes after the time at which the meeting is due to start (or is not willing to act as chairperson), another Charity Trustee present at the meeting will nominate the person who will act as chairperson

Voting at Committee Meetings

- 62 Every Committee member has one vote, which must be given personally.
- 63 Each decision taken at Committee meetings will be made by majority vote
- 64 If there is an equal number of votes for, and against, any resolution, the chairperson will be entitled to a second (casting) vote.
- 65 A resolution put to the vote at a Committee meeting will be decided on a show of hands

Written Resolutions

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

Minutes

- 67 The Committee must ensure proper minutes are kept in relation to all Committee meetings.
- 68 Minutes of Committee meetings must include the names of those present; and (so far as practically possible) will be signed by the chairperson of the meeting.
- 69 The Board will make available copies of these minutes to any member of the public requesting them; but on the basis that the Board will exclude confidential material to the extent permitted under clause 111

BOARD

The Board comprises the Charity Trustees who are elected by the Members and embedded in the Committee as full Committee members

Charity Trustees

- 70 The maximum number of Charity Trustees is 6 and there should be a minimum of 4
- 71 Charity Trustees will include the following office bearers, as a minimum
- Chair
 - Vice Chair
 - Secretary
 - Treasurer

Eligibility

- 72 A person will not be eligible for election or appointment to the Board unless he/she is a Member of the organisation.
- 73 A person will not be eligible for election or appointment to the Board if he/she is: -
- 73.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 73.2 an employee of the organisation.

Election, Retirement and Re-election

- 74 At each AGM, the Members may elect any Member (unless he/she is debarred from membership under clause 72) to be a Charity Trustee.
- 75 After giving all Committee members a minimum of seven days notice the Committee may at any time appoint any Member (unless he/she is debarred from membership under clause 72) to be a Charity Trustee.

- 76 At each AGM, all of the Charity Trustees must retire from office - but may then be re-elected under clause 74
- 77 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 77.1 he/she advises the Committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Charity Trustee; or
 - 77.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 77.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

Termination of Office

- 78 A Charity Trustee will automatically cease to hold office if: -
- 78.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 78.2 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;
 - 78.3 he/she ceases to be a Member of the organisation;
 - 78.4 he/she becomes an employee of the organisation;
 - 78.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 78.6 he/she is absent (without good reason, in the opinion of the Committee) from more than three consecutive Committee meetings. But only if the Committee Subsequently resolves to remove him/her from office;
 - 78.7 he/she is removed from office by resolution of the Committee 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 92);
 - 78.8 he/she is removed from office by resolution of the Committee 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
 - 78.9 he/she is removed from office by a resolution of the Members passed at a Members' Meeting.
- 79 A resolution under paragraphs 78.7, 78.8 or 78.9 shall be valid only if: -
- 79.1 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;

- 79.2 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
- 79.3 (in case of a resolution under paragraph 78.7 or 78.8) a majority of the Committee – excluding the Charity Trustee in question – vote in favour of the resolution

Register of Charity Trustees

- 80 The Committee (Secretary) must keep a register of Charity Trustees, setting out
- 80.1 for each current Charity Trustee:
- his/her full name and address
 - the date on which he/she was appointed as a Charity Trustee
 - any office held by him/her in the organisation
- 80.2 for each former Charity Trustee
(for at least 6 years from the date on which he/she ceased to be a Charity Trustee)
- the name of the Charity Trustee
 - any office held by him/her in the organisation
 - the date on which he/she ceased to be a Charity Trustee.
- 81 The Committee (Secretary) must ensure the register of Charity Trustees is updated within 28 days of any change:
- 81.1 which arises from a resolution of the Committee or a resolution passed by the Members of the organisation; or
- 81.2 which is notified to the organisation.
- 82 If any person requests a copy of the register of Charity Trustees, the Secretary must ensure a copy is supplied to him/her within 28 days, providing the request is reasonable. If the request is made by a person who is not a Committee member, the Secretary 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

- 83 The Charity Trustees must include the Chair, Secretary and Treasurer of the organisation, as office bearers with clear roles and responsibilities outlined below

Role of the Chair

- Chair meetings.
- Enable the Committee to work together as a team.
- Maintain an overview of the work of the organisation
- Be the main contact person for the organisation

Role of the Secretary

- Take minutes at Member, Committee and Board meetings
- Keep all Members informed about the organisation's activities
- Receive and respond to organisation information, emails and letters.

- Keep and maintain records of membership

Role of the Treasurer

- Keep financial records for the organisation
- Keep the Members aware of the organisation's financial situation

84 In addition to the office bearers required under clause 83, the Committee may also elect further office bearers if considered appropriate.

85 All office bearers will cease to hold office at each AGM, but may then be re-elected under clause 83 or 84.

85.1 A Charity Trustee who has been elected and served as an office bearer for a period of 3 years, shall automatically vacate that role on expiry of that 3 year period (as per clause 85) and shall not then be eligible for re-election to that particular role, until a further year has elapsed. If there are no other contenders for the role, then, subject to Committee agreement, the retiring role holder may stand again for one more year.

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

86.1 if he/she ceases to be a Charity Trustee; *or*

86.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

86.3 if a majority of the total number of Committee members vote in favour of a resolution stating they have no confidence in the office bearer continuing in office

Charity Trustees - General Duties

87 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:-

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

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

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

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

87.4 ensure the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

88 In addition to the duties outlined in clause 87, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- 88.1 any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 88.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee
- 89 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 90 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.
- 90 No Charity Trustee may serve as an employee (full time or part time) of the organisation; and no Charity Trustee may receive any remuneration by the organisation for carrying out his/her duties as a Charity Trustee.
- 91 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties

Code of Conduct for Charity Trustees

- 92 Each of the Charity Trustees will comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 93 The code of conduct referred to in clause 92 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 BOARD

Notice of Board Meetings

- 94 Any Charity Trustee may call a meeting of the Board or ask the Secretary to call a meeting of the Board
- 95 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.
- 96 Should any Charity Trustee decide that it is necessary for a decision to be made on a specific proposal before the next Committee meeting, they may request the Secretary to circulate the proposal to all Charity Trustees by electronic means. Charity Trustees will then be permitted to register their vote by electronic means for or against the proposal.
- 96.1 Should 3 or more Charity Trustees inform the Secretary in writing or by electronic means that they do not want the proposal to be decided by electronic voting, then electronic voting will not be allowed on that proposal.

- 96.2 Should any proposal be put to the Secretary for a decision to be made by voting by electronic means, the proposer, the seconder and the result of the vote will be minuted by the Secretary as in a normal Board meeting.

Procedure at Board Meetings

- 97 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 4 Charity Trustees, present in person or if the proposal is made under clause 96, voting by electronic means.
- 98 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 97, 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.
- 99 The chair or vice chair of the organisation will act as chairperson for each Board meeting.
- 100 If the chair or vice chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Charity Trustees present at the meeting will elect (from among themselves) the person who will act as chairperson of that meeting
- 101 Every Charity Trustee has one vote, which must be given personally, or if the proposal is made under clause 96, by electronic means
- 102 All decisions at Board meetings will be made by majority vote.
- 103 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 104 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
- 105 A Charity Trustee must not vote at a Board meeting (or at a meeting of the 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.
- 106 For the purposes of clause 105: -
- 106.1 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;
- 106.2 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

- 107 The Board must ensure proper minutes are kept in relation to all Board meetings
- 108 The minutes to be kept under clause 107 must include the names of those present; and (so far as possible) be signed by the chairperson of the meeting.
- 109 The Board will make available copies of the minutes referred to in clause 107 to any member of the public requesting them.
- 110 The Board may at their discretion publish either hard or electronic copies of the minutes elsewhere.
- 111 The Board may exclude from any copy minutes made available to a member of the public under clauses 109 or 110 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***

- 112 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 the sub-committee do not have to be Charity Trustees.
- 113 The Board may also delegate to the Chair (or the holder of any other post) such of their powers as they may consider appropriate.
- 114 When delegating powers under clause 112 or 113, the Board must set out appropriate conditions – which must include an obligation to report regularly to the Board or the Committee, as appropriate
- 115 Any delegation of powers under clause 112 or 113 may be revoked or altered by the Board at any time.
- 116 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, will be set by the Board, or Committee, as appropriate.

Operation of Accounts

- 117 The Board authorises the Treasurer to make single payments on behalf of the organisation for normal and regular supplies and services up to the value of £200 at his/her sole discretion.
- 118 All payments other than those covered in clause 117, in relation to operations on the organisation's bank account (other than lodging of funds) require the authority of two Charity Trustees
- 119 All claims for out-of-pocket expenses incurred and reclaimed by Charity Trustees, Committee members and non-committee members, regardless of monetary value, must initially be submitted using the appropriate form available from the Treasurer.

Subsequent repayment for such claims requires the authority of at least one Charity Trustee plus one other Committee member.

- 120 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 the previous clauses

Accounting Records and Annual Accounts

- 121 The Board will ensure proper accounting records are kept, in accordance with all applicable statutory requirements.
- 122 The Board will prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions (or if the Board considers an audit is appropriate for any other reason), the Board will ensure an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding Up

- 123 If the Burray Community Association (BCA) is 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.
- 124 If upon the winding up or dissolution of the BCA, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be given or transferred to other organisation or organisations having similar aims, objectives and activities – i.e., similar to those of the BCA. Such organisation or organisations will be determined by the Members of the BCA by resolution passed at a general meeting at, or before, the time of the dissolution.

Alterations to this Constitution

- 125 This constitution may (subject to clause 126) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in clause 42) or by way of a written resolution of the Members
- 126 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g., change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 127 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 127.1 any statutory provision which adds to, modifies or replaces that Act; and
- 127.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 127.1 above.
- 128 In this constitution: -

- 128.1 “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;
- 128.2 “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.

APPENDICES

Appendix 1 – Annual General Meeting

Board and Committee Nominations.

Nominations for Board and Committee positions should be sought before the AGM. In the event nominations for particular roles and positions are not received before the AGM, they will be sought at the AGM itself. All nominations must be proposed and seconded by Members

Publicity and Invitations

Advance notice of the AGM will be given at least 14 days before the event. Notification will be via;

- ⇒ email to registered Members who have provided their email addresses
- ⇒ email to regular (hall) user group representatives
- ⇒ the Burray Community Association's Facebook page
- ⇒ a notice in the Seaview Stores

A copy of the agenda will be made available online, and all Board and Committee members should attend

Venue

The AGM will normally take place in the Meeting Room at the Burray Community Hall. The Main Hall will be used if numbers are likely to exceed 30 people

The area will be set out around a central table with places for up to 20 people. Additional seating will be made available as, and if, required.

There will be a projector with PC (for presentation slides) and a microphone available

Motions Put to the AGM

Any motion to be put to the AGM by Members will normally be submitted to the Board/Committee at an agreed time before the AGM

Voting

If there is an equal number of votes for, and against, any resolution or proposal, the chairperson of the meeting at the time, will be entitled to a second (casting) vote.

If more than one candidate for election to a Board position receives an equal number of votes, the temporary chairperson will be entitled to a second (casting) vote

AGM Proceedings

A quorum of 10 Members is required for the meeting to proceed and continue throughout. If there are less, at any time, the meeting will be stopped and re-scheduled to another date.

The AGM will be conducted by the Chair, and minutes taken by the Secretary

The agenda will include;

- | | |
|--|--------------------|
| ⇒ Welcome and Opening Remarks | [Chair] |
| ⇒ Apologies, Minutes of Previous AGM and Matters Arising | [Secretary] |
| ⇒ Presentation of Annual Report | [Chair/Secretary] |
| ○ Adoption of Annual Report | [Members, by vote] |
| ⇒ Presentation of Accounts | [Treasurer] |
| ○ Adoption of Accounts | [Members by vote] |

- ⇒ Board and Committee Members Stand Down
 - (Temporary Chair appointed)
- ⇒ Election of New Board and Committee [Members, by vote]
 - (Temporary Chair Stands Down)
- ⇒ Motions Put to the AGM [Members]
- ⇒ Any Other Competent Business [Members]
- ⇒ Closing remarks [Chair]