## CONSTITUTION

## STROMNESS DRAMA CLUB SCIO <br> (adopted 27 April 2021)

## GENERAL

## Type of organisation

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

## Scottish principal office

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

## Name

3 The name of the organisation is Stromness Drama Club SCIO, herinafter called "the Club".

## Purposes

4 The Club's purposes are:
4.1 to advance the education of the public in the arts and in particular the art of drama;
4.2 to enable the rehearsal and performance of drama and other performing arts so as to assist in the development of the community;
4.3 to aid and encourage young people to develop as fully participating members of, and so enhance the quality of life within, their community;
4.4 to provide or assist in the provision of theatre, workshops and other facilities for the benefit of the community of Stromness and its environs.

## Powers

5 The Club has power to do anything which is calculated to further its purposes or is incidental or conducive to doing so, including, but not exclusively:
5.1 to provide opportunities for training and education in aspects of performing arts;
5.2 to provide a forum for persons to practise the performing arts;
5.3 to carry on any other activities which further any of the Club's purposes;
5.4 to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Club's activities;
5.5 to improve, manage, develop, or otherwise deal with, all or any part of the property and the rights of the Club;
5.6 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Club;
5.7 to borrow money, and to give security in support of any such borrowings by the Club;
5.8 to employ such staff as are considered appropriate for the proper conduct of the Club's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
5.9 to engage such consultants and advisers as are considered appropriate from time to time;
5.10 to effect insurance of all appropriate kinds, including employers' and public liability insurance;
5.11 to invest any funds which are not immediately required for the Club's activities in such investments as may be considered appropriate, and to dispose of, or vary, such investments;
5.12 to liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering the Club's purposes;
5.13 to make donations to other charitable purposes falling within the Club's purposes;
5.14 to make such steps as may be deemed appropriate for the purpose of raising funds for the Club's activities; and
5.15 to accept grants, donations and legacies of all kinds, and to accept any reasonable conditions attaching to them.
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 Club's existence or on dissolution except where this is done in direct furtherance of the Club's charitable purposes.

## Liability of members

7 The members of the Club have no liability to pay any sums to help to meet the debts (or other liabilities) of the Club if it is wound up; accordingly, if the Club 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 Club consists of:-
9.1 FULL MEMBERS - who have the right to attend Members' Meetings (including any Annual General Meeting and any Special General Meetings) and have important powers under the constitution; in particular, the members appoint people to serve on the Management Committee and take decisions on changes to the constitution itself;
9.2 YOUTH MEMBERS - Full Members under the age of eighteen (18), but aged sixteen (16) or over;
9.3 JUNIOR MEMBERS - under the age of sixteen (16), who have no voting rights at Members Meetings;
9.4 ASSOCIATE MEMBERS - who join on a temporary basis to assist the practical running of an individual production, and have no voting rights at Members Meetings;
9.5 The MANAGEMENT COMMITTEE - who hold regular meetings, and generally control the activities of the Club; for example, the Management Committee is responsible for monitoring and controlling the financial position of the Club.
10 The people serving on the Management Committee, aged sixteen (16) or over, are referred to in this constitution as CHARITY TRUSTEES.

## MEMBERSHIP

## Qualifications for membership

11 Full membership is open to individuals aged sixteen (16) years or over, who wish to further the purposes of the Club.
12 Junior membership is open to any individual aged under sixteen (16) who has an interest in the purposes of the Club. Junior members will have limited voting rights and will only be allowed to vote on matters as agreed by the Management Committee.
13 Employees of the Club shall not be eligible for membership; a member of the Club who becomes an employee shall automatically cease to be a member.

## Application for membership

14 Any person who wishes to become a member must sign a written application form for membership, agreeing to abide by the Code of Conduct contract contained therein.

## Membership subscription

15 Members shall require to pay an annual membership subscription, the level of which shall be determined for each membership category by the Members at the Annual General Meeting.
15.1 The annual membership subscriptions shall be payable on or before $1^{\text {st }}$ of October each year.
15.2 If the membership subscription payable by any member remains outstanding more than 8 weeks after the date on which it fell due, and providing he/she has been given at least one written reminder (in writing or by e-mail), the Management Committee may, by resolution to that effect, remove him/her from membership.

## Register of members

16 The Management Committee must keep a register of members, setting out
16.1 for each current member:
16.1.1 his/her full name and address; and
16.1.2 the date on which he/she was registered as a member of the Club;
16.2 for each former member - for at least six years from the date he/she ceased to be a member:
16.2.1 his/her name; and
16.2.2 the date on which he/she ceased to be a member.

17 The Management Committee must ensure that the register of members is updated within 28 days of any change:
17.1 which arises from a resolution of the Management Committee or a resolution passed by the members of the Club; or
17.2 which is notified to the Club.

18 If a member or Charity Trustee of the Club requests a copy of the register of members, the Management Committee must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a Charity Trustee), the Management Committee may provide a copy which has the addresses and any contact details blanked out.

## Withdrawal from membership

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

## Transfer of membership

20 Membership of the Club may not be transferred to any other person.

## Expulsion from membership

21 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:-
21.1 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;
21.2 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' Meetings

22 The Management Committee must arrange a Meeting of Members (an Annual General Meeting or AGM) in each calendar year.

23 The gap between one AGM and the next must not be longer than 15 months.
24 The business of each AGM must include:-
24.1 a report by the convenor on the activities of the Club;
24.2 consideration of the annual accounts of the Club;
24.3 the election/re-election of Charity Trustees and Office Bearers, as referred to in clauses 47 to 50 and 63 to 65 .

25 The Management Committee may arrange a Special Members' Meeting at any time.
26 The Management Committee must arrange a Special Members' Meeting at the written request of any ten (10) members (which may take the form of two or more documents in the same terms, each signed by one or more members), providing:
26.1 the notice states the purposes for which the meeting is to be held: and
26.2 those purposes are not inconsistent with the terms of this constitution, the Charities and trustee (Investment) Scotland Act 2005 or any other statutory provision.

27 If the Management Committee receives a notice under clause 26, 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

28 At least ten (10) clear days' notice must be given of any AGM or Special Members' Meeting.
29 The notice calling a Members' Meeting must specify in general terms what business is to be dealt with at the meeting, and
29.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
29.2 in the case of any other resolution falling within clause 26 , must set out the exact terms of the resolution.
30 The reference to "clear days" in clause 28 shall be taken to mean that, in calculating the period of notice,
30.1 the day after the notices are posted (or sent by e-mail) should be excluded: and
30.2 the day of the meeting itself should also be excluded.

31 Any notice which requires to be given to a member under this constitution must be:
31.1 sent by post to the member at the address last notified by him/herself to the Club; or
31.2 sent by e-mail to the member at the e-mail address last notified by him/herself to the Club; and
31.3 advertised in the local press/local radio.

32 Notice of every AGM or Special Members' Meeting must be given to all the members of the Club, 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.

## Proceedings at Members' Meetings

33 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a Members' Meeting is six (6) members, present in person.

34 If a quorum is present at the start of any meeting, that meeting shall be deemed to remain quorate notwithstanding the departure of any members causing the numbers present to be less than six (6). Those members remaining shall be competent to deal with any item that was on the agenda at the start of that meeting, but no new business shall be introduced.
35 The Convenor of the Club shall, if present, act as Chairperson of each Members' Meeting; if the Convenor is not present to preside within fifteen (15) minutes after the time at which the meeting was due to commence, the full members of the Club present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
36 With the approval of the majority of the members of the Management Committee, a virtual Members' Meeting may be called, when appropriate, providing that:
36.1 no Member is denied participation in the meeting by reason of lack of IT skills or access to appropriate IT facilities;
36.2 the Members are able to see and hear each other during the meeting; and
36.3 all other normal requirements for the conduct of a meeting (notice, agenda, minutes, voting, etc.) are as required for ordinary Members' Meetings.

## Voting at Members' Meetings

37 Every member present at a Members' Meeting shall have one vote, which (whether on a show
of hands or a secret ballot) must be given personally.
38 If there is an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a second (casting) vote.
39 All decisions at Members' Meetings will be made by majority vote, with the exception of the types of resolution listed in clause 42.

40 A resolution put to the vote at a Members' Meeting shall be decided on a show of hands, unless the Chairperson of the meeting, or at least two members present in person at the meeting, ask for a secret ballot.

41 A secret ballot shall be conducted in such a manner as the Chairperson may direct, and he/she will declare the result of the ballot at the meeting.
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:
42.1 a resolution amending the constitution;
42.2 a resolution expelling a person from membership under clause 21.
42.3 a resolution directing the Management Committee to take any particular step, or directing the Management Committee not to take any particular step;
42.4 a resolution approving the amalgamation of the Club with another SCIO (or approving a constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
42.5 a resolution to the effect that all of the Club'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);
42.6 a resolution for the winding up or dissolution of the Club.

## Number of Charity Trustees

43 The maximum number of Charity Trustees shall be fifteen (15), including the Officers appointed under clauses 63 to 65, and a maximum of two Youth Members as representatives of that class of membership.
44 The minimum number of Charity Trustees shall be four (4).

## Eligibility for election or appointment as a Charity Trustee

45 A person will not be eligible for election or appointment as a Trustee unless he/she is a member of the Club.

46 A person will not be eligible for election or appointment as a Trustee if he/she is: -
46.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
46.2 an employee of the Club.

## Election, retiral, re-election of Office-bearers and Charity Trustees

47 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 46.1) to be a Charity Trustee, subject to the maximum numbers prescribed in clause 43.
48 The Management Committee may at any time appoint any member (unless he/she is debarred from membership under clause 46.1) to be a Charity Trustee, subject to the maximum numbers
prescribed in clause 43.
49 At each AGM, all of the Charity Trustees must retire from office - but may then be re-elected under clause 47.

50 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -
50.1 he/she advises the Management Committee prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Charity Trustee; or
50.2 an election process was held at the AGM and he/she was not among those elected/reelected through that process; or
50.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

## Termination of office

51 A Charity Trustee will automatically cease to hold office if: -
51.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
51.2 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;
51.3 he/she ceases to be a member of the Club;
51.4 he/she becomes an employee of the Club;
51.5 he/she gives the Club a notice of resignation, signed by him/her;
51.6 he/she is absent (without good reason, in the opinion of the management committee) from more than three consecutive meetings of the Management Committee - but only if the Management Committee resolves to remove him/her from office;
51.7 he/she is removed from office by resolution of the Management 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 61);
$51.8 \mathrm{he} /$ she is removed from office by resolution of the Management 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
51.9 he/she is removed from office by a resolution of the members passed at a Members' Meeting.
52 A resolution under paragraph $51.6,51.7$, or 51.8 shall be valid only if: -
52.1 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;
52.2 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
52.3 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

53 The Management Committee must keep a register of Charity Trustees, setting out:
53.1 for each current Charity Trustee:
53.1.1 his/her full name and address;
53.1.2 the date on which he/she was appointed as a Charity Trustee; and
53.1.3 any office held by him/her in the Club.
53.2 for each former Charity Trustee, for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
53.2.1 the name of the Charity Trustee;
53.2.2 any office held by him/her in the Club; and
53.2.3 the date on which he/she ceased to be a Charity Trustee.

54 The Management Committee must ensure that the register of Charity Trustees is updated within 28 days of any change:
54.1 which arises from a resolution of the Management Committee or a resolution passed by the members of the Club; or
54.2 which is notified to the Club.

55 If any person requests a copy of the register of Charity Trustees, the Management Committee must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the Club, the Management Committee 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.

## Charity Trustees - general duties

56 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Club; and, in particular, must:
56.1 seek, in good faith, to ensure that the Club acts in a manner that is in accordance with its purposes;
56.2 act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
56.3 in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:
56.3.1 put the interests of the Club before that of the other party;
56.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Club and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
56.4 ensure that the Club complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
57 In addition to the duties outlined in clause 56, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
57.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
57.2 that any trustee who has been in serious and persistent breach of those duties is removed
as a trustee.
58 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Club should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the Club in which he/she has a personal interest; and (subject to clause 61 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.

59 No Charity Trustee may serve as an employee (full-time or part-time) of the Club; and no Charity Trustee may be given any remuneration by the Club for carrying out his/her duties as a Charity Trustee.
60 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

## Code of conduct for Charity Trustees

61 Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Management Committee from time to time.
62 The code of conduct referred to in clause 61 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

## Office-bearers

63 At each AGM the members shall elect (from among themselves) a Convenor, a Vice-Convenor, a Treasurer and a Secretary, who will all normally serve for a three-year term of office, but will then be eligible for re-election.

64 In addition to the four (4) principal Office-bearers required under clause 63, the members may elect (from among themselves) further Office-bearers if they consider that appropriate.

65 Other than the four (4) principal Office-bearers required under clause 63, all other members of the Management Committee shall retire at each AGM, but will then be eligible for re-election.

66 A person elected to any Office will automatically cease to hold that office: -
66.1 if he/she ceases to be a Charity Trustee; or
66.2 if he/she gives to the Club a notice of resignation from that office, signed by him/her.

## Minutes of Members' Meetings

67 The Management Committee must ensure that proper minutes are kept in relation to all Members' Meetings.

## MANAGEMENT COMMITTEE

68 The Management Committee of the Club shall comprise the Charity Trustees, including the
elected Office Bearers, and a maximum of two Youth Members as representatives of that class of membership.

## Powers of Management Committee

69 Except where this constitution states otherwise, the Club (and its assets and operations) will be managed by the Management Committee, who may exercise all the powers of the Club.

70 A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the management committee.

71 The Management Committee shall give effect to any such direction accorded by way of a resolution passed at a Members' Meeting in compliance with clause 42 (requirement for twothirds majority) directing the Management Committee to take any particular step or direct the Management Committee not to take any particular step).

## Notice of Management Committee meetings

72 Any Charity Trustee may call a meeting of the Management Committee or ask the secretary to call a meeting of the Management Committee.

73 At least 5 days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

## Procedure at Management Committee meetings

74 No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for Management Committee meetings is four (4) Charity Trustees, including at least two of the four (4) Principal Office Bearers, present in person.
74.1 With the approval of the majority of the members of the Management Committee, a virtual Management Committee meeting may be called, when appropriate, providing that:
74.1.1 no Trustee is denied participation in the meeting by reason of lack of IT skills or access to appropriate IT facilities;
74.1.2 the Trustees are able to see and hear each other during the meeting; and
74.1.3 all other normal requirements for the conduct of a meeting (notice, agenda, minutes, voting, etc.) are as required for ordinary Management Committee meetings.

75 If a quorum is present at the start of any meeting, that meeting shall be deemed to remain quorate notwithstanding the departure of any members causing the numbers present to be less than four. Those members remaining shall be competent to deal with any item that was on the agenda at the start of that meeting, but no new business shall be introduced.

76 If at any time the number of Charity Trustees in office present falls below the number stated as the quorum in clause 75, the remaining Charity Trustees will have power to fill the vacancies or call a Members' Meeting - but will not be able to take any other valid decisions.

77 The Convenor of the Club should act as Chairperson of each Management Committee meeting.

78 If the Convenor is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

79 Every Charity Trustee has one vote, which must be given personally.
80 All decisions at Management Committee meetings will be made by majority vote on a show of hands, unless the Chairperson of the meeting, or at least two members present in person at the meeting, ask for a secret ballot, which shall be conducted in such a manner as the Chairperson may direct, and he/she will declare the result of the ballot at the meeting.
81 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.

82 The Management Committee may, at its discretion, allow any person to attend and speak at a Management Committee meeting notwithstanding that he/she is not a Charity Trustee - but on the basis that he/she must not participate in decision-making.

83 A Charity Trustee must not vote at a Management Committee 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 Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.

84 For the purposes of clause 83:
84.1 An interest held by an individual who is "connected" with the Charity Trustee under section 61(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;
84.2 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 of Management Committee meetings

85 The Management Committee must ensure that proper minutes are kept in relation to all Management Committee meetings and meetings of sub-committees.
86 The minutes to be kept under clause 85 must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.
87 The Management Committee shall (subject to clause 88) make available copies of the minutes referred to in clause 85 to any member of the Club requesting them.
88 The Management Committee may exclude from any copy minutes made available to a member under clause 88 any material which the Management Committee 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 Club 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

89 The Management Committee may delegate any of their powers to sub-committees; a subcommittee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.
90 The Management Committee may also delegate to the Convenor of the Club (or the holder of any other post) such of their powers as they may consider appropriate.
91 When delegating powers under clause 89 or 90 , the Management Committee must set out appropriate conditions (which must include an obligation to report regularly to the management committee).
92 Any delegation of powers under clause 89 or 90 may be revoked or altered by the Management Committee at any time.
93 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Management Committee.

## Operation of accounts

94 The signatures of two out of four designated Charity Trustee signatories appointed by the Management Committee will be required in relation to all operations (other than the lodging of funds) over the value of $£ 400$ (four hundred pounds) on the bank accounts held by the Club.
95 Where the Club uses electronic facilities for the operation of any bank or building Club account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 94.

## Accounting records and annual accounts

96 The Management Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
97 The Management Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Management Committee consider that an audit would be appropriate for some other reason), the Management Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

## MISCELLANEOUS

## Winding-up

98 If the Club 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.

99 Any surplus assets available to the Club immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Club as set out in this constitution.

## Alterations to the constitution

100 This constitution may (subject to clause 101) 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.

101 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).

