



Unit 4, Office 4 Meadowfield Industrial Estate
Cowdenbeath Road, Burntisland, KY3 0LH
contact@bkfoodbank.org.uk
www.bkfoodbank.org.uk

Because no-one should go hungry!

**Burntisland and Kinghorn Foodbank will operate as a SCIO
(Scottish Charitable Incorporated Organisation) and the
principal office will be, and remain, in Scotland.**

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GENERAL

Type of organisation

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

Scottish principal office

2 The principal office of the organisation will be in Scotland (and must remain in Scotland) and operate in Burntisland and Kinghorn and surrounding area of Fife.

Name

3 The name of the organisation is Burntisland and Kinghorn Foodbank SCIO.

Purposes

4 The organisation is a non-profit distributing charity whose principal purpose is;

4.1 the prevention or relief of poverty in Burntisland and Kinghorn and surrounding areas, in particular, but not exclusively, by providing food supplies to individuals in need and/or charities, or other organisations working to prevent or relieve poverty;

4.2 to provide services to people who have need of them by reason of their age, ill-health, disability, financial hardship or other disadvantage by signposting them to additional support services.

Powers

5 In furtherance of the purposes, the organisation may:

5.1 facilitate access to a range of services for people and encourage their involvement in planning and developing services relevant to the needs of its members;

5.2 make such rules and procedures as they consider necessary for the day-to day management of the organisation;

5.3 hold a bank account in the name of the organisation and to invest the monies not immediately required in investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time be imposed or required by law;

5.4 take any gift, bequest or property, whether subject to any Trust or not, in furtherance of the organisation's purposes.

5.5 purchase, own, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and maintain and alter any buildings necessary for the work of the organisation, and to make regulations for the management of any property;

5.6 employ and pay staff to supervise, to organise and carry on the work of the organisation as appropriate and dismiss such persons;

5.7 engage the services of volunteers to assist in the work of the organisation and reimburse approved out-of-pocket expenses;

5.8 engage the services of professional advisers and consultants to assist in the work of the organisation, and to provide payment where appropriate;

5.9 enter into contracts or agreements with any person or organisation to further the purposes of the organisation.

5.10 arrange and hold (or assist in arranging and holding) exhibitions, meetings, seminars and training courses;

5.11 make application for and secure grants from public bodies, charitable institutions, voluntary organisations, the Lottery Commission and other means to fund the organisation's purposes;

5.12 purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability;

5.13 merge with or enter any partnership or joint venture arrangement with any other organisation formed for purposes similar to the organisation's;

5.14 do all such other lawful things as appear to the Committee of Trustees to be necessary or desirable in pursuance of these objectives.

6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either during the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

Equal Opportunities

In relation to its objectives, the organisation will:

7 Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010, as amended.

8 Undertake whatever changes in organisation or facilities may be necessary to implement the above.

Affiliation

9 The organisation is an independent organisation with its own identity. It may enter formal links with suitable community organisations and form partnerships with local or national businesses or associations and the community at large which further the objectives and to improve the facilities and resources available to the organisation.

Liability of Members

10 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.

11 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 10 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

12 The structure of the organisation consists of:

12.1 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;

12.2 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.

13 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

The organisation will carry out activities and services in Burntisland, Kinghorn and the surrounding area and will draw membership from the geographical community.

14 Membership is open to any individual, over the age of 16, who lives in the designated area and who has an interest in furthering the objectives and agrees to be governed by the regulations and byelaws of the organisation.

15 Classification of membership shall be:

15.1 Adult membership – for those aged 16 years and over who are resident within the defined area and support the aims. These members have the right to attend meetings and wider project activities as well as a full vote at members meetings. It also entitles the bearer to stand for election to the Management Committee, upon meeting the criteria in clause 57.

15.2 Associate Membership – this membership tier is open to groups or individuals who are supportive of the organisation and its aims but who fail to satisfy the requirements for full voting membership and who agree to be governed by the byelaws of this organisation. For the avoidance of doubt, Associate Members will not have voting rights and cannot be elected to the management board.

16 Employees of the organisation are not eligible for membership.

16.1 Membership fees, if any, shall be set by the Committee and payment must be received in full before the membership is valid.

Application for membership

17 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Trustees at their next board meeting.

18 The board may, at its discretion, refuse to admit any person to membership. The board must notify each applicant promptly of its decision on whether to admit him/her to membership. Any member who has been refused membership has the right to appeal and this will be heard by an independent panel and the result upheld by the Trustees.

Register of members

19 The board must keep a register of members, setting out

19.1 for each current member:

19.1.1 their full name and address; and

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

19.2 for each former member - for at least five years from the date they ceased to be a member:

19.2.1 their name; and

19.2.2 the date on which they ceased to be a member.

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

20.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

20.2 which is notified to the organisation.

21 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 them within 28 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 addresses blanked out.

Withdrawal from membership

22 Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, they will cease to be a member as from the time when the notice is received by the Secretary of the organisation. Any money paid shall not be returned.

Transfer of membership

23 Membership of the organisation may not be transferred by a member and shall terminate on death.

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 28 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 e-mail) that they wish to remain as a member of the organisation before the expiry of the 28- day period referred to in clause 24, the 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 25) of failing to provide confirmation within the 28- day period.

Expulsion from membership

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

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

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

DECISION-MAKING BY THE MEMBERS

Members' meetings

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 15 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 61 to 64.

31.4 Appointment of Independent examiner(s).

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 28 days from the date on which they received the notice.

Notice of members' meetings

35 At least fourteen [14] clear days' notice must be given of any AGM or any special members' meeting.

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 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.

37 The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,

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

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

38 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.

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

39.1 Communicated in writing to the member, at the address last notified by them to the organisation; or

39.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation, or

39.3 Posted on the organisation's information board where all members can see it.

Procedure at members' meetings

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

41 The quorum for a members' meeting is 20% or 3 individuals whichever is the greater, present in person, and eligible to vote.

42 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.

43 The chair of the organisation should act as chairperson of each members' meeting.

44 If the 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 trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

45 Every member has one vote, which must normally be given in person. The Charity Trustees can at their discretion call a virtual or hybrid meeting which will be valid in as long as the notice period and quorums are met. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.

46 All decisions at members' meetings will be made by majority vote - except for the types of resolution listed in clause 47.

47 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 51):

47.1 a resolution amending the constitution;

47.2 a resolution expelling a person from membership under article 27;

47.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

47.4 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);

47.5 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);

47.6 a resolution for the winding up or dissolution of the organisation.

48 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 which will be for the status quo.

49 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.

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

Written resolutions by members

51 A resolution agreed to in writing (or by e-mail) by the majority of those who respond 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

52 The board must ensure that proper minutes are kept in relation to all members' meetings.

53 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

54 The board shall make available copies of the minutes referred to in clause 52 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 105.

BOARD

Number of charity trustees

55 The maximum number of charity trustees is 14.

56 The minimum number of charity trustees is 3.

Eligibility

57 A person will not be eligible for election or appointment to the board unless they have been a member of the organisation and have been for a 6 month period.

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

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

58.2 an employee of the organisation.

Initial charity trustees

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

60 The term of office will be three (3) years and no trustee should serve more than 2 consecutive terms without a break of at least one year unless circumstances dictate otherwise.

Election, retiral, re-election

61 At each AGM, the members may elect any member (unless they are debarred from membership under clause 57 and 58) to be a charity trustee.

62 The board may at any time appoint any member (unless they are debarred from membership under clause 57 and 58) to be a charity trustee.

63 At the first and each subsequent AGM, one third of the elected charity trustees, or the nearest number upwards, shall retire from office - but may then be re-elected under clause 61.

63.1 If no other Trustee(s) have decided or agreed to retire, the elected Trustees to retire at each AGM shall be those who have been longest in office since their last election.

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

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

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

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

Termination of office

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

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

65.2 they become 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;

65.3 they cease to be a member of the organisation;

65.4 they become an employee of the organisation;

65.5 they give the organisation a notice of resignation, signed by him/her;

65.6 they are 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;

65.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82);

65.8 They are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

65.9 They are removed from office by a resolution of the members passed at a members' meeting.

66 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -

66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

66.2 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

66.3 (in the case of a resolution under paragraph 65.7 or 65.8) 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

67 The board must keep a register of charity trustees, setting out

67.1 for each current charity trustee:

67.1.1 their full name and address;

67.1.2 the date on which they were appointed as a charity trustee; and

67.1.3 any office held by them in the organisation;

67.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:

67.2.1 the name of the charity trustee;

67.2.2 any office held by them in the organisation; and

67.2.3 the date on which they ceased to be a charity trustee.

68 The board must ensure that the register of charity trustees is updated within 28 days of any change:

68.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

68.2 which is notified to the organisation.

69 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the 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

70 The charity trustees must elect (from among themselves) a chair (or co- chairs), a treasurer and a secretary.

71 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 61.

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

73.1 if they cease to be a charity trustee; or

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

Powers of board

74 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.

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

76 The members may, by way of a resolution passed in compliance with clause 47 (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.

77 The directors may co-opt members to the Board of Trustees but this number may not exceed a third [1/3] of the overall Board. For the avoidance of doubt, individuals are co-opted on for their skills and expertise in a specific area. They have full voting rights and shall retire at each AGM but then may be re-appointed as a co-opted Trustee.

78 The directors may fill any vacancies that may arise. These individuals are required to retire at the next AGM but are available for re-election under clauses 61-62.

79 To invite donations in support of the organisation.

80 To allocate donations for charitable use in line with the purposes, keeping records of any such donations and of feedback from recipients.

81 To delegate any of its tasks to a sub-committee appointed for any special purpose. Any decision or actions of a sub-committee are subject to the authority of the Management Committee of Trustees. See clauses 106-109.

Charity trustees - general duties

82 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:-

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

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

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

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

82.3.2 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;

82.4 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.

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

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

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

84 Provided an individual has declared their 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 they have a personal interest; and (subject to clause 85 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

85 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee but may receive commensurate remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of trustees.

86 All charity trustees are voluntary and will not be paid expenses unless unreasonably incurred in connection with carrying out duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

87 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.

88 The code of conduct referred to in clause 87 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

89 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

90 At least seven (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.

i. A meeting is called with a shorter calling notice and which allows all trustees to attend, or

ii. Each trustee must be contacted personally, supplied with all the relevant information which will allow them make an informed decision and to submit that decision in a recordable fashion.

Procedure at board meetings

91 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 20% or three [3] charity trustees, whichever is the greater, present in person or through appropriate digital technology and eligible to vote.

92 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 56, 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.

93 The chair of the organisation should act as chairperson of each board meeting.

94 If the 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 must elect (from among themselves) the person who will act as chairperson of that meeting.

95 Every charity trustee has one vote, which must normally be given personally. The charity trustees have the power to call virtual or hybrid meetings if the below procedure is followed.

A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.

96 All decisions at Board meetings will be made by majority vote.

97 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 which will be in favour of the status quo.

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

99 A charity trustee must not vote at a board meeting (or at a meeting of a sub committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.

100 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;

101 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

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

103 The minutes to be kept under clause 102 must include the names of those present.

104 The board shall (subject to clause 105) make available copies of the minutes referred to in clause 102 to any member of the public requesting them.

105 The board may exclude from any copy minutes made available to a member of the public under clause 54 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

106 The board may delegate any of their tasks 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.

107 When delegating tasks under clause 106, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

108 Any delegation of tasks and/or powers under clause 106 or 107 may be revoked or altered by the board at any time.

109 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

110 Subject to clause 116, the signatures of one out of three unrelated 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.

111 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 110.

It is the duty of the full board of Charity Trustees to ensure there is sufficiently robust electronic banking procedure in place which safeguards the finances of the organisation. This includes, but is not limited to, procedures to include safeguards such as two-step authentication on payments.

Accounting records and annual accounts

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

113 The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; 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 suitably qualified examiner.

Finance

114 The funds of the organisation may only be used to support the stated objectives of the organisation;

115 No member of the organisation may receive payment directly or indirectly for services to the organisation other than to reimburse legitimate expenses incurred in its work or by written service provision agreement;

116 The treasurer must lodge all monies in a bank account in the name of the organisation. Cheques may only be drawn on the signature of the Treasurer and one of two other unrelated nominated Officers or in line with procedures laid out in clause 111;

117 The treasurer keeps correct accounts showing the financial affairs of the organisation and must arrange for their scrutiny by an independent financial

examiner at the end of the financial year. The financial year will end 12 months after the date of incorporation.

118 A statement showing the balance of organisation funds is presented to the Board of Trustees prior to its submissions to the Annual General Meeting (AGM).

119 The Board of Trustees will prepare a Trustees' Annual Report for the AGM to explain areas not covered in the financial statements and to show how the financial information presented relates to the organisation and the activities of the organisation;

120 All monies due and owing to the organisation shall be recoverable, at law, in the name of the organisation.

MISCELLANEOUS

Dissolution of the Organisation

121 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.

122 Any surplus assets available to the organisation immediately preceding its winding up or dissolution and upon satisfaction of all its debts and liabilities, will not be distributed to the members or trustees but must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

Alterations to the constitution

123 This constitution may (subject to clause 124) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 47) or by way of a written resolution of the members.

124 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

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

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

125.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 125.1 above.

126 In this constitution: -

126.1 "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 objectives are limited to charitable purposes;

126.2 "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.