

CONSTITUTION OF *MORAY CARSHARE*

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CONSTITUTION

of

MORAY CARSHARE

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GENERAL

Type of organisation

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

Scottish principal office

The principal office of the charity will be in Scotland (and must remain in Scotland).

Name

The name of the charity is Moray Carshare.

Purposes

The vision of the charity is a world in which everyone has access to affordable and environmentally friendly travel options in a manner which builds community and trust.

The mission of the charity is to provide community benefit through offering convenient and affordable transport options that minimise environmental damage and encourage social cohesion.

The charity is established for charitable purposes only and in particular the objects are:

1. To advance environmental protection or improvement through the provision of a car sharing service and by the promotion of sustainable transport;
2. To relieve those in need by providing an accessible and affordable alternative means of transport to car ownership;
3. To advance community development by promoting cooperative resource-sharing as well as engaging with the community and other stakeholders to improve local transport facilities and services for the benefit of the community; and
4. To advance other similar charitable purposes, projects, initiatives or activities as the charity trustees may consider appropriate.

Principles and values

In addition to compliance with charity law and best practice, the charity will operate using a governance system which ensures the charity is run effectively, sustainably and responsibly and minimises the risk of abuse of power. An up-to-date description of this, hereunder descriptions of the roles of subcommittees and individuals should be maintained and made easily available both to members and the public.

The charity will operate and be governed in alignment with the principles of:

5. Effectiveness: achieving the agreed aims;
6. Equivalence: everyone involved in making a decision has an equal say and equal rights;

7. Transparency: information may not be concealed from those it affects, and all roles and policies must be clearly defined, and easily available.

Decisions are made as far as possible using the principle of CONSENT: a proposal is approved when nobody present in the circle has any argued and paramount objection. "Argued" means that an objection is only valid if it is clarified by arguments which are relevant in relation to the aims of the meeting or the charity. A simple "no" is not sufficient.

Powers

The charity has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. For the avoidance of doubt, the charity may raise funds by accepting loans from individuals, including members of the charity, provided that there is a written agreement in place and any interest rates are reasonable and no higher than market rates.

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

Liability of members

The members of the charity have no liability to pay any sums to help to meet the debts (or other liabilities) of the charity if it is wound up; accordingly, if the charity is unable to meet its debts, the members will not be held responsible.

The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 12 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

The structure of the charity consists of:

8. the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Board and take decisions on changes to the constitution itself;
9. the "BOARD" - who hold regular meetings, set the policies and supervise the activities of the charity; for example, the Board is responsible for monitoring and controlling the financial performance of the charity. The people serving on the Board are also referred to in this constitution as CHARITY TRUSTEES

MEMBERS

Qualifications for membership

Subject to clause 16, membership shall be open to any individual or organisation who subscribes to the purposes of the charity and wishes to see them fulfilled and who wishes to use the services provided by the charity.

Members must comply with the relevant legal and insurance-related requirements e.g. in relation to age and possession of a driving licence appropriate for the vehicle(s) to be used.

Subject to clauses 15 and 16, membership shall be open regardless of age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership, and pregnancy and maternity.

Application for membership

Any person who wishes to become a member must sign, and lodge with the charity, a written application for membership. In the case of an organisation corporate body, the application must be signed by an appropriate officer of that organisation.

- 1 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person to membership.
- 2 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 14 days of the meeting. The decision on such appeals is final.

Membership subscription, services and responsibilities

Membership subscriptions shall be payable. The frequency of payment and the sums to be paid is dependent on the level of service required. The sums payable for the following year shall be determined by the Board and broadly publicised, for example, on the charity's website.

Membership subscriptions may be discounted or waived for members who dedicate a significant number of hours of voluntary service to the charity. Such discounts or waivers shall be decided by the members at members' meetings and the number of members in receipt of such discounts or waivers shall be limited to a maximum of 10% of the membership.

Members may be engaged by the charity either as employees or on a self-employed basis, provided the number of members receiving remuneration at any time is limited to a maximum of 10% of the membership.

Details of membership services, responsibilities, terms and conditions and consequences of non-compliance are provided in the Operational Agreement. The Operational Agreement is to be provided to all members and is available on the charity's website.

Register of members

The Board must keep a register of members, setting out:

10. for each current member:
 1. his/her full name and address; and
 2. the date on which he/she was registered as a member of the charity;
11. for each former member - for at least six years from the date on which he/she ceased to be a member:
 1. his/her name; and
 2. the date on which he/she ceased to be a member.

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

12. which arises from a resolution of the Board or a resolution passed by the members of the charity; or
13. which is notified to the charity.

If a member or charity trustee of the charity requests a copy of the register of members, the Board 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 Board may provide a copy which has the addresses blanked out.

Withdrawal from membership

Any person who wants to withdraw from membership must give one month's written notice of withdrawal to the charity, signed by him/her.

Transfer of membership

Membership of the charity may not be transferred by a member.

Expulsion from membership

The Board may expel any member whose subscription is in arrears by more than 2 months providing reasonable notice has been given to the member advising of the arrears and the consequences of non-payment.

The Board may expel any member who commits a material breach of the Operational Agreement, or whose conduct could bring the charity into disrepute, provided that the following procedures have been observed:

14. reasonable notice of the intention to propose the expulsion must be given to the member concerned, specifying the grounds for the proposed expulsion;
15. the member concerned will be entitled to be heard at the Board meeting at which the expulsion is proposed;
16. the member concerned, if expelled, may appeal the decision to the members. The member in question shall give written notice of his / her intention to appeal the decision to the Board and the Board shall call a members' meeting for that purpose.

Any person may be expelled from membership for reasons other than those specified in clause 31 at a members' meeting, providing the following procedures have been observed:

17. at least 14 days' notice of the meeting must be given to the member concerned. The notice must state clearly the intention to propose the resolution and specify the grounds for the proposed expulsion;
18. 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

The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

The gap between one AGM and the next must not be longer than 15 months.

Notwithstanding clause 33, an AGM does not need to be held during the calendar year in which the charity is formed; but the first AGM must still be held within 15 months of the date on which the charity is formed.

The business of each AGM must include:

19. a report by the chair on the activities of the charity;
20. consideration of the annual accounts and forthcoming budget of the charity; and
21. the election/re-election of charity trustees.

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

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

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 at least amount to whichever is the greatest of 10 individuals or 5% of the total membership of the charity at the time, providing:

22. the notice states the purposes for which the meeting is to be held; and
23. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

If the Board receive a notice under clause 38, 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

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

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

24. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
25. in the case of any other resolution falling within clause 52 (requirement for two-thirds majority) must set out the exact terms of the resolution.

The reference to "clear days" in clause 40 shall be taken to mean that, in calculating the period of notice,

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

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

Notice of every members' meeting must be given to all the members of the charity, and to all the charity trustees; but the accidental omission to give notice to less than 5% of members will not invalidate the proceedings at the meeting.

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

28. sent by post to the member, at the address last notified by him/her to the charity; or

29. sent by e-mail to the member, at the e-mail address last notified by him/her to the charity.

Procedure at members' meetings

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

The quorum for a members' meeting is 10 members present in person (in the case of members which are organisations - present via their authorised representatives), or if there are fewer than 50 members, then 20% of the members.

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.

The chair of the charity (see clause 79) should act as chairperson of each members' meeting. The facilitation of the meeting may be delegated to another participant with appropriate skills but, for the avoidance of doubt, the facilitator will only be entitled to vote if they are a member of the charity.

If the chair of the charity 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

Every member has one vote, which must be given personally. In the case of a member which is an organisation voting is through its authorised representative present at the meeting.

As far as possible all decisions at members' meetings will be made by consent (in accordance with clause 9). In the event that this is not achieved, decisions will be made by majority vote with the exception of the types of resolution listed in clause 52.

The following resolutions will be valid only if passed by consent or, in the event that this is not achieved, 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 56):

30. a resolution amending the constitution;

31. a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
32. a resolution approving the amalgamation of the charity with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
33. a resolution to the effect that all of the charity'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);
34. a resolution for the winding up or dissolution of the charity.

If, in the absence of consent, 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.

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.

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

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

Minutes

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

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.

BOARD

Number of charity trustees

The maximum number of charity trustees is twelve (12).

The minimum number of charity trustees is four (4).

No more than half of the charity trustees shall be appointed in accordance with clause 68; at least half of the charity trustees shall be members elected or appointed in accordance with clauses 64 or 65.

Eligibility

A person will not be eligible for election or appointment to the Board if:

35. he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

36. he/she is an employee of the charity and his/her election or appointment would result in a violation of clause 89 (ratio of employees on the Board).

Initial charity trustees

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

Election, appointment, retiral, re-election

At each AGM, the members may elect any member (unless he/she is ineligible under clause 62) to be a charity trustee.

The Board may at any time appoint any member (unless he/she is ineligible under clause 62) to be a charity trustee.

At each AGM, each charity trustee must retire from office but may then be re-elected.

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

37. he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
38. an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
39. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Co-Opted Trustees

The charity trustees may at any time appoint any individual who is not a member of the charity (unless he/she is ineligible under clause 62) to be a charity trustee (called a "co-opted trustee") providing he/she is willing so to act. Within the limits set by clause 61, it is the board's responsibility to appoint an appropriate number of co-opted trustees in order to enhance the perspective of the wider public benefit of the charity in the board's decision making and to ensure that the board as a whole has the appropriate specialist skills for running the charity.

- 1 At the conclusion of each annual general meeting, all of the co-opted trustees shall vacate office.
- 2 Immediately following each annual general meeting, the charity trustees may, subject to clause 71, reappoint any co-opted trustees who vacated office under the preceding clause at the conclusion of the annual general meeting. Alternatively the charity trustees may appoint someone in his/her place or resolve not to fill the vacancy.
- 3 Any charity trustee who has been removed under clause 74.10 shall not be reappointed by the board.

Manager (Chief Executive)

- 4 The Board may appoint one of the charity trustees as Manager (the chief executive) of the charity.
- 5 The Manager shall continue to be a charity trustee unless and until he / she ceases (for any reason) to hold the post of Manager of the charity.

Termination of office

A charity trustee will automatically cease to hold office if:

40. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
41. 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;
42. in the case of a charity trustee elected in accordance with clauses 64 and 65, he/she ceases to be a member of the charity;
43. he/she becomes an employee of the charity and this appointment would result in a violation of clause 89 (ratio of employees on the Board)
44. In the case of the Manager, he/she ceases to hold the post of Manager of the charity;
45. he/she gives the charity a notice of resignation, signed by him/her;
46. he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board but only if the Board resolves to remove him/her from office;
47. he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees;
48. he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
49. he/she is removed from office by a resolution of the members passed at a members' meeting.

A resolution under paragraph Error: Reference source not found, Error: Reference source not found or Error: Reference source not found shall be valid only if:

50. 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; and
51. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being decided upon.

Register of charity trustees

The Board must keep a register of charity trustees, setting out

52. for each current charity trustee:
 1. his/her full name and address;
 2. the date on which he/she was appointed as a charity trustee; and
 3. any office held by him/her in the charity;
53. for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 1. the name of the charity trustee;
 2. any office held by him/her in the charity; and
 3. the period for which he/she was a charity trustee.

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

54. which arises from a resolution of the Board or a resolution passed by the members of the charity; or
55. which is notified to the charity.

If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the charity, 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

The charity trustees may elect (from among themselves) a chair, a treasurer and a secretary.

In addition to any office-bearers elected under clause 79, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

All office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clauses 79 or 80.

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

56. if he/she ceases to be a charity trustee; or
57. if he/she gives to the charity a notice of resignation from that office, signed by him/her.

Powers of the Board

Except where this constitution states otherwise, the charity (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the charity.

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

The members may, by way of a resolution passed in compliance with clause 52 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

Charity trustees - general duties

Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the charity; and, in particular, must:

58. seek, in good faith, to ensure that the charity acts in a manner which is in accordance with its purposes;
59. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
60. in circumstances giving rise to the possibility of a conflict of interest between the charity and any other party:
 1. put the interests of the charity before that of the other party;
 2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
61. ensure that the charity complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

In addition to the duties outlined in clause 86, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

62. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
63. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

Provided he/she has declared his/her interest, and has not voted on the question of whether or not the charity should enter into the arrangement, a charity trustee will not be barred from entering into an arrangement with the charity (such as being engaged to carry out work on a self-employed basis) in which he/she has a personal interest; and (subject to clause 89) he/she may retain any personal benefit which arises from that arrangement.

The ratio of charity trustees who also serve as employees (full time or part time) of the charity must be *strictly less* than half (e.g. if there are 6 charity trustees, then only 2 may be employees); and no charity trustee may be given any remuneration by the charity for carrying out his/her duties as a charity trustee.

An employee who is also a trustee, for example the Manager, may retain all remuneration, and all pension and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the charity provided that the requirements as set out in Section 67 of the Charities and Trustee Investment (Scotland) Act 2005 are satisfied:

64. the maximum amount of the remuneration is set out (as a specific sum or ascertainable by formula) in a written agreement with the charity;
65. the maximum amount of the remuneration is reasonable in the circumstances;
66. the Board is satisfied that it would be in the interests of the charity for the agreement to be entered into for specific services to be carried out by the charity trustee / trustees in question (or someone connected to that charity trustee / those charity trustees) for that maximum remuneration;
67. less than half of the Board is receiving remuneration, or is connected to someone who is receiving remuneration.

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

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.

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 CHARITY TRUSTEES

Notice of Board meetings

Any charity trustee may call a meeting of the Board *or* ask the secretary to call a meeting of the Board.

At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the chair) there is a degree of urgency which makes that inappropriate.

Procedure at Board meetings

No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 3 charity trustees present in person.

If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 96, 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.

The chair, if any, of the charity should act as chairperson of each Board meeting. At each meeting, the Board may elect a facilitator and minute taker for the meeting.

All decisions at Board meetings will be made by consent (in accordance with clause 9). If no next step to address an issue on the agenda is consented to within the timeframe available during the meeting, then a new board meeting must be held within 14 days to address the same matter. If there is still not consent on a revised proposal at the second meeting, then majority vote will be used to decide the matter, and the chair will have a deciding vote if there is a tie.

In the case of any kind of a dispute within the board or between one or more members and the board, or between two or more members, the board should try to resolve the dispute using an external mediator. In the event that a mutually agreeable mediator is not found, or if any mediation fails to resolve the dispute, then the dispute should be resolved by a vote of the members.

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 on the basis that he/she must not participate in decision-making.

A charity trustee must not vote at a Board meeting (or at a meeting of a sub-committee / sub-circle) 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 charity; he/she must withdraw from the meeting while an item of that nature is being dealt with.

For the purposes of clause 102:

68. 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;
69. 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.

For the avoidance of doubt, any charity trustee who is also an employee of the charity, including the Manager, shall not be entitled to vote in relation to any matter connected with his/her remuneration or other terms and conditions of his / her employment or engagement.

Minutes

The Board must ensure that proper minutes are kept in relation to all Board meetings.

The minutes to be kept under clause 105 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

The Board may delegate any of their powers to sub-committees. A sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.

The Board may also delegate to individual charity trustees such of their powers as they may consider appropriate.

When delegating powers under clause 107 or 108, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).

Any delegation of powers under clause 107 or 108 may be revoked or altered by the Board at any time.

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

All signatories shall be charity trustees appointed by the Board. Two out of at least three signatories will be required for the signing of cheques as well as any letters instructing the bank to change the account details (e.g. adding or removing a new signatory or card holder). The detailed requirements for signatories may be amended at a general meeting.

The charity shall create and maintain a more detailed policy for account authorisation, spending limits and the operation of electronic banking facilities, and these shall be consistent with the legal duties of the charity trustees and the prudent use and control of the charity's assets.

Accounting records and annual accounts

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

The Board must prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions (or if the Board consider that an audit would

be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor. If audited accounts are not required, the Board should ensure that the accounts are independently examined by a suitably qualified accountant.

MISCELLANEOUS

Winding-up

If the charity 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.

Any surplus assets available to the charity 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 charity as set out in this constitution.

Alterations to the constitution

This constitution may (subject to clause 119) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 52) or by way of a written resolution of the members.

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

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

70. any statutory provision which adds to, modifies or replaces that Act; and
71. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 120.1 above.

In this constitution:

72. "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 2011, providing (in either case) that its objects are limited to charitable purposes;
73. "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.