

**CONSTITUTION OF**  
**CULDUTHEL WOODS GROUP**

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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).

### **Name**

- 3 The name of the organisation is 'Culduthel Woods Group'.

### **Purposes**

- 4 The organisation has been formed to benefit the community as defined by the postcode units listed in Appendix I ('the Community') with the following purposes:
  - 4.1 To advance the environmental protection and improvement of Culduthel Woods, following the principles of sustainable development, by the conservation, management and enhancement of the natural habitats and the plant and animal species therein
  - 4.2 To promote education within the community about the history, management and habitats of Culduthel Woods and to enable use of the Woods by schools and other organisations for educational purposes
  - 4.3 To advance citizenship and community development by encouraging voluntary activity and recreation in, and promoting civic responsibility for, the Culduthel Woods.

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

### **Liability of members**

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

### **General structure**

- 9 The structure of the organisation consists of:-
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual or special general meeting) and have important powers under this constitution; in particular, members elect people to serve on the Board and take decisions on changes to the constitution itself;

9.2 the BOARD of TRUSTEES - which holds regular meetings, and generally controls the activities of the organisation; for example, the Board is responsible for monitoring and controlling the financial position of the organisation.

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

## **MEMBERS**

### **Qualifications for membership**

- 11 MEMBERSHIP is open to any individual who supports the aims and activities of the organisation under the following categories:
- 11.1 **Ordinary Members:** any individual aged 16 years or over, resident within the Community as defined in Clause 4. Ordinary Members are eligible to vote at members' meetings
  - 11.2 **Associate Members:** any individual residing outwith the Community as defined in Clause 4. Associate Members are not eligible to vote at members' meetings
  - 11.3 **Corporate Members:** any private sector company or public sector organisation wherever located. Corporate Members are not eligible to vote at members' meetings
  - 11.4 If an Ordinary Member ceases to comply with the criteria at clause 11.1 they will be obliged to inform the organisation and will thereafter have their membership reclassified. If the organisation becomes aware of changes itself, it will so reclassify the member and notify them accordingly.
- 12 Employees of the organisation are not eligible for membership, nor eligible to sit on the Board of Trustees.
- 13 All members are subject to the Constitution of the organisation and by joining the organisation will be deemed to accept the regulations and the codes of conduct that the organisation has adopted.

### **Application for membership**

- 14 Any person who wishes to become a member, must complete and sign a written application for membership. accompanied by any required remittance to meet the relevant membership subscription. The application will then be considered by the Board of Trustees at its next meeting and any valid application shall be approved, provided the applicant has not previously been a member and been expelled under clause 29.
- 15 The Board of Trustees will notify the applicant promptly (in writing or by e-mail) of their admission to and category of membership of the organisation.
- 16 At all times a majority of members shall be from within the Community. In the event that a majority of the members of the organisation do not consist of members of the Community, the Board may conduct essential business to ensure the admission of sufficient members from the Community to achieve the minimum number and/or take steps to maintain the majority.

### **Minimum number of members**

- 17 The minimum number of members is 20 (twenty); in the event that the number of members falls below 20, the Charity Trustees may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

## **Membership subscription**

- 18 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 19 If a membership subscription is payable by any member, but remains outstanding more than four weeks after the date on which it fell due (and providing they have been given at least one written reminder) the Board may, by resolution to that effect, expel them from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this article to reapply for membership if they so wish.
- 20 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## **Register of members**

- 21 The Board must keep a register of members, setting out
  - 21.1 for each current member:
    - 21.1.1 their full name and address; and
    - 21.1.2 the date on which they were registered as a member of the organisation; and
    - 21.1.3 the category of membership to which they belong
  - 21.2 for each former member - for at least three years from the date on which they ceased to be a member:
    - 21.2.1 their name; and
    - 21.2.2 the date on which they ceased to be a member; and
    - 21.2.3 the category of membership to which they belonged
- 22 The Board must ensure that the register of members is updated within 28 days of any change:
  - 22.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
  - 22.2 which is notified to the organisation.
- 23 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**

- 24 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation. They will cease to be a member as from the time when the notice is received by the organisation.

## **Transfer of membership**

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

## **Re-registration of members**

- 26 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 14 days (running from the date of issue of the notice) to provide that confirmation to the Board.
- 27 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 14-day period referred to in clause 26, the Board may expel them from membership.
- 28 A notice under clause 26 will not be valid unless it refers specifically to the consequences (under clause 27) of failing to provide confirmation within the 14-day period.

## **Expulsion from membership**

- 29 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:-
- 29.1 at least 21 (twenty-one) days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 29.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.
- 30 Notwithstanding clause 29, the Board reserves the right to immediately suspend or terminate the membership of any individual who has acted in a manner contrary to the organisation's and its governing bodies' policy documents. This action should be conducted in line with the organisation's disciplinary procedure.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 31 The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 32 The gap between one AGM and the next must not be longer than 15 months.
- 33 Notwithstanding clause 31, 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.
- 34 The business of each AGM must include:-
- 34.1 a report by the Chair on the activities of the organisation;
- 34.2 consideration of the annual accounts of the organisation;
- 34.3 the election/re-election of Charity Trustees, as referred to in clauses 63 to 68
- 35 The Board may arrange a special members' meeting at any time.

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

- 36 The Board must arrange a special members' meeting if they are requested to do so by a notice from at least 5% or 20 (twenty) of the Members, whichever is the greatest, providing:
- 36.1 the notice states the purposes for which the meeting is to be held; and

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

37 If the Board receive a notice under clause 36, 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**

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

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

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

39.2 in the case of any other resolution falling within clause 50 (requirement for two-thirds majority) must set out the exact terms of the resolution.

40 The reference to "clear days" in clause 38 shall be taken to mean that, in calculating the period of notice,

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

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

41 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.

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

42.1 sent by post to the member, at the address last notified by them to the organisation; or

42.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

### **Procedure at members' meetings**

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

44 The quorum for a members' meeting is 11 (eleven) persons entitled to vote, each being a member or a proxy for a member.

45 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.

46 The Chair of the organisation should act as chairperson of each members' meeting.

47 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**

48 Every Ordinary Member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

- 48.1 A member who wishes to appoint a proxy to vote on their behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by themselves.
- 48.2 A proxy need not be a member of the organisation.
- 48.3 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 48.4 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 49 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 50.
- 50 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 54):
- 50.1 a resolution amending the constitution;
- 50.2 a resolution expelling a person from membership under article 29;
- 50.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
- 50.4 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);
- 50.5 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);
- 50.6 a resolution for the winding up or dissolution of the organisation.
- 51 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.
- 52 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 persons present at the meeting and entitled to vote whether as members or as proxies for members) ask for a secret ballot.
- 53 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**

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

### **Minutes**

- 55 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 56 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 57 The Board shall make available copies of the minutes referred to in clause 55 to any member of the public requesting them; but on the basis that the Board may exclude confidential material to the extent permitted under clause 103.



## **BOARD**

### **Number of charity trustees**

- 58 The maximum number of Charity Trustees is 11 (eleven); out of that, no more than 2 (two) shall be Charity Trustees who were co-opted under the provision of clauses 64.
- 59 The minimum number of Charity Trustees is 5 (five).

### **Eligibility**

- 60 A person will not be eligible for election or appointment to the Board unless they are a member of the organisation and aged 16 years or over.
- 61 A person will not be eligible for election or appointment to the Board if they are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

### **Initial charity trustees**

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

### **Election, retiral, re-election**

- 63 At each AGM, the members may elect any member (unless they are debarred from membership under clauses 60 or 61) to be a Charity Trustee.
- 64 The Board may at any time appoint any member (unless they are debarred from membership under clauses 60 or 61) to be a Charity Trustee.
- 65 At each AGM, one-third of the Elected Charity Trustees (rounding upwards if this is not a whole number) shall retire from office at that meeting.
- 66 Elected Charity Trustees must be nominated in writing by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Charity Trustee and must be delivered to the registered office of the Organisation at least seven days before the AGM.
- 67 A retiring Charity Trustee shall be eligible for re-election after one term of office. A retiring Charity Trustee shall not be eligible for re-election after two consecutive terms of office until a period of one year in which they have not been a Charity Trustee has passed. For the avoidance of doubt, a “term of office” is the period between election and retiral – usually 3 years. This means that Trustees can have up to 6 years on the Board before they have to step away for a year.
- 68 The Elected Charity Trustee(s) to retire at an AGM shall be those who have been longest in office since their election/re-election (unless other Elected Charity Trustee(s) have agreed to retire at that AGM). As between Individuals who were appointed as Elected Charity Trustees on the same date, the Elected Charity Trustee(s) to retire shall be agreed between the Individuals appointed on the same date or determined by lot.

### **Termination of office**

- 69 A Charity Trustee will automatically cease to hold office if: -
- 69.1 they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 69.2 they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

- 69.3 they cease to be a member of the organisation;
  - 69.4 they give the organisation a notice of resignation, signed by themselves;
  - 69.5 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 them from office;
  - 69.6 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 86);
  - 69.7 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
  - 69.8 they are removed from office by a resolution of the members passed at a members' meeting.
- 70 A resolution under paragraph 69.6, 69.7 or 69.8 shall be valid only if: -
- 70.1 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;
  - 70.2 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
  - 70.3 (in the case of a resolution under paragraph 69.6 or 69.7) 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**

- 71 The Board must keep a register of Charity Trustees, setting out
- 71.1 for each current Charity Trustee:
    - 71.1.1 their full name and address;
    - 71.1.2 the date on which they were appointed as a Charity Trustee; and
    - 71.1.3 any office held by them in the organisation;
  - 71.2 for each former Charity Trustee - for at least 6 (six) years from the date on which they ceased to be a Charity Trustee:
    - 71.2.1 the name of the Charity Trustee;
    - 71.2.2 any office held by them in the organisation; and
    - 71.2.3 the date on which they ceased to be a Charity Trustee.
- 72 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
- 72.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
  - 72.2 which is notified to the organisation.
- 73 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**

- 74 The Charity Trustees must elect (from among themselves) a Chair, who must be an Ordinary Member, a Secretary and a Treasurer.
- 75 In addition to the office-bearers required under clause 74, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 76 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 74 or 75.
- 77 A person elected to any office will automatically cease to hold that office: -
- 77.1 if they cease to be a Charity Trustee; or
  - 77.2 if they give to the organisation a notice of resignation from that office, signed by them.

### **Powers of board**

- 78 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.
- 79 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 80 The members may, by way of a resolution passed in compliance with clause 50 (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**

- 81 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:-
- 81.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 81.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 81.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 81.3.1 put the interests of the organisation before that of the other party;
    - 81.3.2 where any other duty prevents them 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;
  - 81.4 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.
- 82 In addition to the duties outlined in clause 81, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 82.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

82.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.

83 Provided that the Charity Trustee has declared their interest and has not voted on the question of whether or not the SCIO 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 84 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.

84 Where a Charity Trustee provides professional services to the charity (or might benefit from any remuneration paid to a connected party for such services), the services delivered and the maximum amount of the remuneration must be specified in a written agreement. The other Charity Trustees must also agree and be satisfied that the arrangement is reasonable and in the interests of the charity.

85 During any one financial year, such remuneration may only be paid to less than half the Charity Trustees. 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**

86 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.

87 The code of conduct referred to in clause 86 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**

88 Any Charity Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board.

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

#### **Procedure at board meetings**

90 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 5 (five) Charity Trustees, present in person, of whom 3 (three) must be Ordinary Members.

91 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 90, 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.

92 The chair of the organisation should act as chairperson of each Board meeting.

93 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.

94 Every Charity Trustee has one vote, which must be given personally.

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

- 96 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.
- 97 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.
- 98 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 which conflicts (or may conflict) with the interests of the SCIO. In such event, they must withdraw from the meeting for as long as the conflicted matter is dealt with by the other Charity Trustees.
- 99 For the purposes of clause 98, a person is taken to have a personal interest if a member of that person's close family, or an organisation with which that person (or a member of that person's close family) is affiliated would stand to benefit from, or otherwise have an interest in, the arrangement.

## **Minutes**

- 100 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 101 The minutes to be kept under clause 100 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 102 The Board shall (subject to clause 103) make available copies of the minutes referred to in clause 100 to any member of the public requesting them.
- 103 The Board may exclude from any copy minutes made available to a member of the public under clause 102 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**

- 104 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.
- 105 The Board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 106 When delegating powers under clause 104 or 105, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 107 Any delegation of powers under clause 104 or 105 may be revoked or altered by the Board at any time.
- 108 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**

- 109 Subject to clause 110, the signatures of two out of three 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.

- 110 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 109 where possible.

### **Accounting records and annual accounts**

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

## **MISCELLANEOUS**

### **Winding-up**

- 113 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.
- 114 Any surplus assets available to the organisation 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 organisation as set out in this constitution.

### **Alterations to the constitution**

- 115 This constitution may (subject to clause 116) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 50) or by way of a written resolution of the members.
- 116 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**

- 117 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 117.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 117.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 117.1 above.
- 118 In this constitution: -
- 118.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - 118.2 "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.

## APPENDIX ONE

The postcode units that define the Community are listed below:

IV2 4BA	IV2 4HZ	IV2 4RW	
IV2 4BD	IV2 4JB	IV2 4RY	
IV2 4BG	IV2 4JD	IV2 4RZ	
IV2 4BH	IV2 4JF	IV2 4UY	
IV2 4BJ	IV2 4JR	IV2 4WS	
IV2 4BL	IV2 4JS	IV2 4XG	
IV2 4BN	IV2 4JT	IV2 4XH	
IV2 4BP	IV2 4JU	IV2 4XJ	
IV2 4BQ	IV2 4JY	IV2 4XL	
IV2 4BS	IV2 4LA	IV2 4XN	
IV2 4BT	IV2 4LB	IV2 4XP	
IV2 4BU	IV2 4LD	IV2 4XQ	
IV2 4BW	IV2 4LE	IV2 4XR	
IV2 4BX	IV2 4LF	IV2 4XS	
IV2 4BY	IV2 4LG	IV2 4XT	
IV2 4BZ	IV2 4LH	IV2 4XU	
IV2 4DA	IV2 4LL	IV2 4XW	
IV2 4DB	IV2 4LN	IV2 4YJ	
IV2 4DD	IV2 4LP	IV2 4YL	
IV2 4DE	IV2 4LQ	IV2 6AB	
IV2 4DF	IV2 4LR	IV2 6AD	
IV2 4DG	IV2 4LS	IV2 6AH	
IV2 4DH	IV2 4LT	IV2 6AQ	
IV2 4DJ	IV2 4LU	IV2 6AS	
IV2 4DL	IV2 4LW	IV2 6AU	
IV2 4DQ	IV2 4LX	IV2 6BA	
IV2 4DU	IV2 4LY	IV2 6BD	
IV2 4DX	IV2 4LZ	IV2 6BE	
IV2 4DZ	IV2 4NY	IV2 6BF	
IV2 4EG	IV2 4NZ	IV2 6BG	
IV2 4EH	IV2 4PE	IV2 6BH	
IV2 4EJ	IV2 4QG	IV2 6BN	
IV2 4EL	IV2 4QH	IV2 6BW	
IV2 4EN	IV2 4QJ	IV2 6BX	
IV2 4EP	IV2 4QL	IV2 6BZ	
IV2 4EQ	IV2 4QQ	IV2 6RB	
IV2 4ER	IV2 4QX	IV2 6RD	
IV2 4ES	IV2 4QY	IV2 6RE	
IV2 4ET	IV2 4RE	IV2 6RF	
IV2 4EU	IV2 4RF	IV2 6RG	
IV2 4EW	IV2 4RG	IV2 6RH	
IV2 4EX	IV2 4RH	IV2 6RJ	
IV2 4FB	IV2 4RJ		
IV2 4FW	IV2 4RL		
IV2 4GS	IV2 4RN		
IV2 4GT	IV2 4RQ		
IV2 4GU	IV2 4RR		
IV2 4GW	IV2 4RU		
IV2 4GX			
IV2 4GY			
IV2 4GZ			

