

TURCAN CONNELL

**SCOTTISH CHARITABLE
INCORPORATED ORGANISATION**

**CONSTITUTION
of
Edinburgh Carers' Council SCIO**

Two-tier SCIO

2022

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH, EH3 9EE
Telephone 0131 228 8111 Fax 0131 228 8118
DX 723300 Edinburgh 43 LP1 Edinburgh 14
E-mail enquiries@turcanconnell.com www.turcanconnell.com

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THE EDINBURGH CARERS' COUNCIL SCIO

Interpretation

1. In this Constitution, the following words and expressions shall, unless the subject or context requires otherwise, have the following meanings:
 - 1.1 “**2005 Act**” means the Charities and Trustee Investment Scotland Act 2005;
 - 1.2 “**Auditor**” means an Auditor or Independent Examiner appointed in accordance with Clause 73 and ‘**audit**’ shall be interpreted accordingly;
 - 1.3 “**authenticated**” or “**authenticated document**” means a document or information which is:-
 - (i) in hard copy form and signed by the person sending or supplying it; or
 - (ii) in electronic form and contains or is accompanied by a statement of the identity of the sender, provided that the SCIO has no reason to doubt the truth of the statement.
 - 1.4 “**charitable institution**” or “**charity**” means a charity in terms of the 2005 Act which is also regarded as a charity in relation to the application of the Taxes Acts, or a charity under the law of any other jurisdiction which is also regarded as a charity in relation to the application of the Taxes Acts, provided that nothing in this Constitution shall authorise an application of the property of the SCIO other than in furtherance of a charitable purpose.
 - 1.5 “**charitable purpose**” or “**charitable object**” means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 1.6 “**circulation date**” in relation to a resolution means the date on which copies of it are first sent or submitted to Members or Trustees (as appropriate) for their agreement, or, where the eligible Members or Trustees change during the course of the circulation date, the time that the resolution is first sent or submitted to Members or Trustees in accordance with the Constitution;
 - 1.7 “**clear days**” does not include the day on which notice is given or the day of the meeting or other event for which the notice is given;
 - 1.8 “**Conflicted Trustee**” shall have the meaning given in Clause 62;
 - 1.9 “**Constitution**” means this Constitution as originally framed or as amended from time to time in accordance with these presents;
 - 1.11 “**electronic form**” means a document or information sent or supplied by electronic means (including by e-mail or fax) or by any other means while in an electronic form, provided that the sender reasonably considers that it has been supplied in a form which will enable a recipient to read it and to retain a copy of it;
 - 1.12 “**eligible**” in relation to a Member or Trustee to whom a resolution must be circulated means those who would have been entitled to vote on the resolution on its circulation date;

- 1.13 “**First Trustees**” shall have the meaning given in Clause 36.1;
- 1.14 “**General Meeting**” shall, unless the context requires otherwise, include the Annual General Meeting;
- 1.15 “**hard copy**” means a document or information which is sent or supplied in a paper copy or similar form capable of being read;
- 1.16 “**month**” means a calendar month;
- 1.17 “**OSCR**” means the Office of the Scottish Charity Regulator;
- 1.18 “**properly circulated**” in relation to a resolution means that written copies must be sent by the SCIO to all eligible Members or to all Trustees (as appropriate):
- (i) at the same time, so far as is reasonably practicable; or
 - (ii) by submitting a copy or copies in turn to each eligible Member or Trustee (provided it is possible to do so without undue delay); or
 - (iii) partly by one method and partly by the other.
- 1.19 “**representative**” shall have the meaning given in Clause 10.1;
- 1.20 “**routine business**” means the business of the Annual General Meeting specified in Clause 16.2;
- 1.21 “**Secretary**” means a person who is appointed in accordance with the Constitution and designated as the SCIO’s Secretary and to whom certain duties may be delegated;
- 1.22 “**in writing**” or “**written**” means written in hard copy form or produced by any substitute for writing in an electronic form, or partly one and partly another;
- 1.23 “**written resolution**” means a resolution in writing passed in accordance with Clause 34 or 61;
- 1.24 “**year**” means a calendar year;
- 1.25 The singular includes the plural and vice versa;
- 1.26 The masculine gender includes the neuter and vice versa, and each includes the feminine;
- 1.27 References to any Act or any section include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it;
- 1.28 Save as aforesaid, any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

- Name and Principal Office** 2. The name of the SCIO is “Edinburgh Carers’ Council SCIO”. The principal office of the SCIO is and will remain in Scotland.
- Purposes** 3. The purposes of the SCIO are:-
- 3.1 to relieve the poverty and distress of carers of mental health service users in Edinburgh; and to advance the education of the public and service providers in the Edinburgh area. In furtherance of the above objects the Organisation shall seek:
- (i) To raise general awareness of the issues surrounding mental ill health
 - (ii) To work to reduce stigma often associated with mental ill health
 - (iii) To operate such facilities as are deemed necessary by the Management Committee in furtherance of the above objects
 - (iv) To co-operate with any other body, whether statutory or voluntary, having objects which are consistent with the objects of the organisation; and
- 3.2 to promote such similar **charitable purposes**, objects or institutions in such proportions and manner as the Trustees think fit.
- Powers** 4. The powers of the SCIO are:-
- 4.1 to do anything lawful which is intended to further (directly or indirectly) any or all of the SCIO’s purposes, or which is incidental or conducive to doing so; and
- 4.2 unrestricted, save that the SCIO shall not be entitled to distribute or otherwise apply any of its property other than in furtherance of a charitable purpose, and no part of the income and property of the SCIO shall be paid or transferred, directly or indirectly, by way of profit to Members of the SCIO, provided that this shall not prevent a payment to a Member for charitable purposes in accordance with the terms of the **Constitution**.
- Structure** 5. The SCIO shall consist of:-
- 5.1 **Members** who are not involved directly in the routine management of the SCIO but oversee the operations of the SCIO, with, in particular, responsibility under Clauses 36.2 and 75.1 for appointing and removing Trustees and amending the SCIO’s Constitution, and with responsibility for taking any action which falls within the terms of Clause 13; and
- 5.2 **Trustees** who are the individuals with the general control and management of the SCIO.
- Duties of Members and Trustees** 6.1 Members must seek in good faith to ensure that the SCIO acts in a manner consistent with its purposes and Members must comply with any duties imposed on them by enactment or otherwise (and in particular by section 51 of the **2005 Act**) in relation to the exercise of their functions as Members.
- 6.2 Trustees must comply with the duties placed upon them by section 66 of the 2005 Act and must comply with any duties imposed on them by enactment, by

the general law or otherwise in relation to the exercise of their functions as Trustees.

MEMBERS

- Maximum / minimum** 7.1 There shall be a minimum of four Members of the SCIO. The Members may by resolution increase or reduce the minimum and maximum numbers of Members, provided that the minimum is at no time reduced below two.
- Eligibility** 7.2 Membership of the SCIO shall consist of persons who support the purposes of the SCIO and whom the Trustees deem appropriate, either unanimously or by no less than a specified majority, to be a Member of the SCIO. The specified majority shall be agreed by a resolution of the Trustees and, if not otherwise so agreed, shall be two thirds.
- 7.3 The first Members of the SCIO shall be the individuals who apply to **OSCR** for registration of the SCIO and they, together with any other Members admitted in accordance with the Constitution, shall be the Members of the SCIO. A person will not be admitted as a Member unless permitted by the Constitution.
- Appointment** 8. Any person which is eligible for Membership under Clause 7.2 may be invited or may apply to become a Member.
- Application for Membership** 9.1 Persons shall be admitted to Membership upon making a successful application for Membership and being entered into the Register of Members. Such a person will be deemed to have been admitted as a Member with effect from the date on which the Register of Member records that he was admitted to membership.
- 10 Each Member shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become a Member of the SCIO.
- Membership subscription** 11. No Membership subscription shall be payable by the Members.
- Terminating Membership** 12.1 Membership of the SCIO shall not be transferable and will cease:-
(i) on the Member's death;
(ii) if the Member resigns by giving at least seven **clear days'** notice in writing to the Trustees; or
(iii) if the Member is removed from Membership under Clause 12.2.
- 12.2 A Member may be removed from Membership by a resolution of the Trustees that it is in the SCIO's best interests that Membership be terminated. Such a resolution may only be passed if the Member has been given at least 21 days' written notice of the proposed resolution and the grounds on which it is proposed. The Member or, at the option of the Member, his representative (who need not be a Member) must be allowed to make representations to the Trustees and such representations must be considered by the Trustees before the resolution is voted upon.

- Powers of Members**
13. The following resolutions will be valid only if passed by the Members in General Meeting or by **written resolution** and with the percentage of votes required by law:-
- (i) a resolution to amend the Constitution under section 63 of the 2005 Act;
 - (ii) a resolution to transfer the SCIO's undertaking to another SCIO under section 61 of the 2005 Act;
 - (iii) a resolution to amalgamate the SCIO with any one or more other SCIO under section 59 of the 2005 Act; and
 - (iv) a resolution to dissolve the SCIO under the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011.

- Register of Members**
- 14.1 The Trustees must keep a Register of Members and must update the Register within 28 days of receiving notification of any change.

- Content**
- 14.2 The Register of Members must at all times contain for each current Member:-
- (i) his name;
 - (ii) his address;
 - (iii) the date he was appointed as a Member; and
- 14.3 The Register of Members must, for six **years** from the date that Membership terminates, contain for each former Member:-
- (i) his name; and
 - (ii) the date on which he ceased to be a Member.

- Right of Inspection**
- 14.4 A copy of the Register of Members must be provided within 28 days to any Member or Trustee who reasonably requests a copy.
- 14.5 Where a Member who is not also a Trustee of the SCIO requests a copy of the Register of Members, the address of any Members may be removed from the copy that is provided, unless the addresses are requested by the Members in order to call a General Meeting under Clause 19.
- 14.6 No other person has any right to view or receive a copy of the Register of Members except as conferred by statute or ordered by a court of competent jurisdiction.

- Copy of Constitution**
- 15.1 The Trustees must, on request by any Member, send an up-to-date copy of the Constitution to that Member together with a copy of any resolution or agreement affecting the SCIO's Constitution which is for the time being in force.
- 15.2 Members of the public shall be entitled to request and receive a copy of the Constitution of the SCIO where it is reasonably requested in accordance with section 23 of the 2005 Act.

GENERAL MEETINGS

- Annual General Meetings**
- 16.1 An Annual General Meeting must be held not more than fifteen **months** after the registration of the SCIO and subsequently once in every year. There must be not more than fifteen months between the holding of one Annual General Meeting and the next.

- 16.2 The business of each Annual General Meeting shall include the following **routine business**:-
- (i) a report on the SCIO's activities;
 - (ii) consideration of the SCIO's annual accounts;
 - (iii) the appointment of Trustees in the place of any retiring; and
 - (iv) the appointment of **Auditors**.
- General Meetings**
17. Any other meetings of the Members shall be called General Meetings and any number of General Meetings may be held.
- Convening a Meeting**
- 18.1 The Trustees may, whenever they think fit, and shall on requisition in accordance with Clause 18.2, proceed to convene a General Meeting.
- Requisitioning a meeting**
- 18.2 The Trustees must call a General Meeting within 7 days of receiving a request to do so which:-
- (i) is from one or more Members together comprising at least 25% or 20 in number of the Members, whichever is the higher, with the right to attend and vote at the meeting if called;
 - (ii) is in writing and is **authenticated** by the persons making it;
 - (iii) is in one or more documents in the like form;
 - (iv) states the general nature of the business to be dealt with; and
 - (v) is not frivolous or vexatious;
- and any such request shall constitute a valid requisition.
- 18.3 Where the Trustees are required to call a General Meeting which has been validly requisitioned under Clause 18.2, the meeting must be scheduled for within 28 days of the date on which notice of the meeting is issued.
- 18.4 Where the Members validly requisition a meeting under Clause 18.2, the requisition may include the text of any valid proposed resolutions which are to be put to the meeting. A resolution will be a valid proposed resolution if it is not defamatory of any person, is not frivolous or vexatious, may properly be moved at the meeting and would, if passed, not be ineffective by reason of inconsistency with the law, with the Constitution, or otherwise.
- 18.5 Where a requisition includes a valid proposed resolution under Clause 18.4, the Trustees must include notice of the resolution in the notice of the meeting and the resolution may be moved at the meeting.
- Members convening a requisitioned meeting**
- 19.1 If a meeting is requisitioned under Clause 18 and the Trustees fail to call a meeting in accordance with that clause, the requisitioning Members may, provided that at least half of those who requisitioned the meeting agree, call the meeting themselves.
- 19.2 Any General Meeting called under Clause 19.1 must be called in the same manner, as nearly as possible, that it would have been called in had it been called by the Trustees in accordance with the Constitution.
- 19.3 Any reasonable expenses incurred by the Members in calling a meeting under Clause 19 must be reimbursed to them by the SCIO.

- Notice**
- Notice period*
- 20.1 An Annual General Meeting must be called by at least fourteen clear days' notice.
- 20.2 Any other General Meeting must be called by at least seven clear days' notice unless at least 90% of the Members with the right to attend and vote at the meeting agree to shorter notice.
- Entitlement to notice*
- 21.1 Notice of every General Meeting must be given to all Members and Trustees. Notice of the Annual General Meeting must also be given to the Auditors of the SCIO.
- 21.2 Where there is an accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice, notice will nonetheless be deemed to have been duly given and it will not invalidate the proceedings at any General Meeting.
- 21.3 There is no requirement to give notice of a meeting to any Member who has had notice duly served upon him as a Trustee, or to any Member who is for the time being absent from the United Kingdom or whose address in terms of Clause 23.3 is outwith the United Kingdom, unless he has supplied the SCIO with either an address for service within the United Kingdom or an email address.
- Content of notice*
22. Every notice calling a General Meeting must specify the place, date and time of the meeting. In the case of an Annual General Meeting, the notice must also specify the meeting as such and, if other than routine business is to be transacted, must specify the general nature of the business. If a resolution to amend the Constitution or to remove an Auditor before the expiry of his term is to be proposed at a General Meeting, the notice must include the text of the resolution and, where applicable, representations by the Auditor must be permitted in accordance with Clause 73.2.
- Method of notification*
- 23.1 Any notice or document to be sent or supplied to a Member may be given in **hard copy** or in **electronic form** as follows:-
- (i) by handing it to the Member personally;
 - (ii) by delivering it by hand to the Member's address;
 - (iii) by sending it by e-mail to the Member's e-mail address;
 - (iv) by posting it on a website in accordance with Clause 23.2;
 - (v) by sending it by post with delivery pre-paid, addressed to the Member at his address; or
 - (vi) by any other reasonable means by which the Member has asked to be sent or supplied with such notices or documents for the time being.
- 23.2 Notice is validly given by posting it on a website only where:-
- (i) the SCIO notifies the Member (by any method specified in Clause 23.1 other than sub-clause (iv)) of the presence of the notice on the website;
 - (ii) the notification states that the website contains notice of a meeting and specifies the place, date and time of the meeting; and
 - (iii) the notice remains available on the website, so far as is possible, from the date of notification until the date of the meeting.

- Address for notice** 23.3 For the purpose of Clause 23.1, a Member's address and email address is the one he has given the SCIO for the service of notices or documents. In the absence of such an address, it is his address in the Register of Members.
- Deemed service of notice** 24.1 Any notice or document served is deemed to have been served:-
(i) immediately upon being handed to the Member personally;
(ii) 12 hours after being delivered by hand to the Member's address or sent by e-mail to the Member's e-mail address;
(iii) when the Member received or is deemed to have received notification of the material's availability on a website (and the deemed service of notice shall be determined in accordance with this Clause with reference to the means by which the Member was notified of the material's availability on the website in terms of Clause 23.2, save that if the material is not then available on the website, it will only be deemed to have been served when the material becomes so available); and
(iv) 48 hours after the letter containing the same is posted;
or, if earlier, as soon as the Member acknowledges receipt.
- Proving service** 24.2 In proving service, it is sufficient to show that:-
(i) a letter was properly addressed, stamped and posted or delivered;
(ii) a courier confirmed delivery of the item to the correct address;
(iii) an e-mail was properly addressed and sent; or
(iv) receipt of service was acknowledged.
- Quorum** 25.1 No business may be conducted at a General Meeting unless a quorum is and remains present throughout.
25.2 20 or one quarter in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy is a quorum.
25.3 If a quorum is not present within fifteen minutes after the time for which the meeting is scheduled, or if a quorum ceases to be present during the meeting, the meeting must be adjourned. If at an adjourned meeting a quorum is not present within fifteen minutes after the time for which the meeting is scheduled, the Members present shall be a quorum.
- Adjournment** 26.1 The Chairman may, with the consent of a majority of Members at a quorate meeting, (and must if so directed by a majority) adjourn the meeting to such other day, time and place as the Trustees agree.
26.2 No business may be transacted at any adjourned meeting other than the business left unfinished at the original meeting.
26.3 It will not be necessary to give any notice of an adjourned meeting unless the meeting is adjourned for two weeks or more, in which case notice must be given as in the case of an original meeting.
- Chairing of meetings** 27.1 The Chairman of the SCIO appointed in terms of Clause 42 will preside as chairman at every General Meeting unless he is unable or unwilling to do so.

27.2 If there is no Chairman or if he is not present within fifteen minutes after the time for which the meeting is scheduled or if he is unable or unwilling to preside as chairman of the meeting, the Trustees present may choose one of their number to preside.

27.3 If at any meeting no Trustee is willing or present to act as chair within fifteen minutes after the time for which the meeting is scheduled, the Members present may choose one of their number to preside.

Means of participation

28. Where the Trustees agree, any or all of the Members may participate in a General Meeting by any suitable means which allows all participants to communicate with all other participants. Participating by such means shall constitute presence in person at a meeting and the meeting shall be deemed to have occurred at the place where the majority of the participants are present or, if there is no such majority, where the Chairman of the meeting is present.

Voting

29.1 Every Member has one vote which may be given in person or by proxy.

Required majority

29.2 Except as otherwise required by law or the Constitution (and in particular Clause 13 thereof), all resolutions at General Meetings will be passed by a simple majority of the votes cast by Members present in person or by proxy at a meeting duly convened and held. In calculating the number of votes cast, no account shall be taken of abstentions, those absent from the meeting, or persons present who are for any reason ineligible to vote.

Casting vote

29.3 Where an equal number of votes are cast for and against a resolution at a General Meeting, the chairman of the meeting will be entitled to a second and casting vote.

Show of hands

29.4 A resolution put to the vote of a meeting will be decided on a show of hands unless, prior to the result being declared, a secret ballot is requested under Clause 30.

Declaration of result

29.5 A declaration by the chairman of the meeting of the result of any vote and an entry in the minutes to that effect will be conclusive evidence of the result and, if recorded, the proportion of votes cast.

Error

29.6 If any votes are counted in error, the result of the resolution will remain valid unless the error is pointed out at the same meeting or an adjournment thereof, and unless the chairman of the meeting considers the error to be sufficiently serious to invalidate the result.

Secret ballot

30.1 A secret ballot must be held if it is requested by:-

- (i) the chairman of the meeting; or
- (ii) at least two Members present in person or by proxy and entitled to vote.

30.2 A request for a secret ballot may be withdrawn. If not withdrawn, a ballot must be held in the manner directed by the chairman of the meeting, who may appoint scrutineers or adjourn the meeting for the purpose of declaring the result. The result of a ballot will be deemed to be a resolution of the meeting at which it was requested.

- 30.3 A secret ballot on the election of a chairman or on the question of adjournment must be taken immediately but a ballot requested on any other matter may be held at such time and place as the chairman of the meeting directs. No notice need be given to any Members not present at the meeting of a ballot not taken immediately.

Proxies

- 31.1 A Member may appoint another person (who need not be a Member of the SCIO) as his proxy to exercise all or any of his rights at a General Meeting. Where an individual is appointed as a proxy for more than one Member, he will have one vote for each Member entitled to vote on a resolution.

- 31.2 A Member remains entitled to exercise his rights at a Meeting even where a valid notice of proxy has been delivered. Unless the Member otherwise directs, where a Member who has submitted a valid notice of proxy attends a meeting, the notice of proxy shall become invalid for as long as the Member remains present at the meeting.

Form of proxy

- 31.3 A valid notice of proxy must be in writing and must be (in the case of an individual) signed by the Member granting the proxy or by his attorney. Where a notice of proxy is signed by an attorney, the Trustees may require evidence of the authority of the attorney. The notice of proxy must be in the usual form or in any other form as the Trustees may accept. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. A notice of proxy must be delivered to the place specified in the notice of the meeting for the delivery of proxy notices, or, if no place is so specified, to the principal office of the SCIO, not less than 24 hours before the time for which the meeting, adjourned meeting, or secret ballot is scheduled (or, in the case of a secret ballot held within 24 hours of being requested, must be delivered at the time at which the ballot was requested) and in default shall not be treated as valid.

- 31.4 A notice of proxy may specify how the proxy is to vote (or that he is to abstain from voting) on one or more resolutions. Unless it so specifies, it must be treated as allowing the proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It does not require to be witnessed and will, unless it specifies otherwise, remain valid for any adjournment of the meeting.

Revocation of Proxy

- 31.5 A vote given by a proxy will remain valid despite the death or loss of mental capacity of the principal or revocation of the proxy or of the authority under which the notice of proxy was executed, provided that the Trustees did not receive intimation in writing of such death, loss of mental capacity or revocation at the place specified in the notice of the meeting for the delivery of proxy notices, or, if no place is so specified, at the principal office of the SCIO, prior to the commencement of the meeting or adjourned meeting or secret ballot at which the vote is given. Any revocation of a notice of proxy must be in writing and shall be subject to the same requirements to which the notice of proxy is subject under Clause 31.3.

Guardian etc 32. All powers exercisable by a Member shall be exercisable by his attorney, guardian, trustee, curator bonis, receiver, or other person (by whatever name called) appointed by any court in Scotland or elsewhere claiming jurisdiction and authorised to exercise powers relating to the property or affairs of any Member on the ground (however phrased) of mental disorder or incapacity of the Member, subject to production of such evidence of the appointment as the Trustees in their discretion may reasonably require.

Records

33.1 The Trustees shall arrange for records to be taken and kept of:-
(i) all proceedings of General meetings, including the names of those present;
(ii) all written resolutions of the Members; and
(iii) all appointments of officers of the SCIO.

33.2 Records kept under Clause 33.1 must be retained for at least six years from the date of the meeting, resolution or appointment.

33.3 The records referred to in Clause 33.1 must be made available at the SCIO's principal office or such other place within Scotland as the Trustees may agree for inspection without charge by any Member who reasonably wishes to view them. Copies of the records must be provided to any Member who reasonably requests it upon payment by the Member of such fee as is determined by the Trustees, which must not exceed the Trustees' reasonable expenses in compliance.

**Members'
written
resolutions**

34.1 A written resolution of the Members passed in accordance with this Clause 34 shall be as valid and effective as if it had been passed at a General Meeting duly convened and held.

34.2 A written resolution may be sent out in more than one document in the like form and, subject to Clauses 34.3 to 34.5, is passed when:-
(i) it has been **properly circulated** to all **eligible** Members; and
(ii) a simple majority of the eligible Members have signified their agreement to the resolution in an **authenticated document(s)**; and
(iii) the authenticated document(s) is or are received by the SCIO at its Principal Office or at any other address designated for the purpose within 42 days of the **circulation date**.

34.3 Where a written resolution relates to the removal of an Auditor before his term of office expires, notice must be given and the Auditor permitted to make representations in accordance with Clause 73.2.

34.4 Where a written resolution relates to the amendment of the Constitution, the unanimous agreement of the Members will be required in accordance with Clause 75.1.

34.5 Where a written resolution is one for which law or the Constitution (and in particular Clause 13) require a majority other than a simple majority, the majority of eligible Members who must signify their agreement to the resolution for it to be passed will be the specified majority required by law or the Constitution.

TRUSTEES

- Maximum / minimum** 35.1 There shall be a minimum of 4 and a maximum of 12 Trustees of the SCIO. The Members may by resolution increase or reduce the minimum and maximum numbers of Trustees provided that the minimum is at no time reduced below three.
- Eligibility** 35.2 The Trustees shall be individuals, institutions, organisations or other bodies who are committed to the purposes of the SCIO. At least one Trustee must be resident in Scotland.
- Appointment of Trustees** 36.1 The first Trustees of the SCIO shall be the individuals whose details are contained on the charity trustee declarations submitted to OSCR in conjunction with the application for registration of the SCIO (the “**First Trustees**”).
- By the Members** 36.2 The Trustees shall be appointed by the Members who may by resolution at any time appoint as a Trustee any person who has confirmed his willingness to act, either to fill a vacancy should one arise for any reason or as an additional Trustee, but so that the maximum number of Trustees fixed by or in accordance with the Constitution is at no time exceeded. The Members may at any time by resolution remove a Trustee and may by a like resolution appoint another person in his place.
- By the Trustees** 36.3 The Trustees may by resolution at any time co-opt as a Trustee any person who has confirmed his willingness to act, either to fill a vacancy should one arise for any reason or as an additional Trustee, but so that the maximum number of Trustees fixed by or in accordance with the Constitution is at no time exceeded. Any co-opted Trustee will hold office only until the next Annual General Meeting of the SCIO, at which Meeting his appointment must be ratified by the Members, and, in the absence of such ratification, his appointment will cease. In calculating the length of a Trustee’s term or the maximum permitted number of terms that a Trustee may serve in terms of Clause 37, no account shall be taken of any period of office served as a co-opted Trustee.
- 36.4 A co-opted Trustee will be deemed to have been appointed as a Trustee from such date as may be agreed between him and the SCIO, failing which from the date on which he is notified by the SCIO of his appointment.
- Terms of Office** 37.1 Trustees, other than the First Trustees, shall be appointed for a term not exceeding 3 years and shall be eligible for re-appointment for a second and final term not exceeding 3 years after a further year has elapsed, except for reasons of continuity or other exceptional circumstances where an additional year in office may be agreed on by the board of Trustees and subject to the terms of the Constitution.
- 37.2 The Treasurer shall be eligible for reappointment annually without the condition of a 3 year expiry period, subject to election to, and agreement of the Board of Trustees.
- Removal of Trustees** 38. The office of a Trustee shall be vacated in any of the following events:-
(i) on the Trustee’s death; or

- (ii) if he resigns by notice in writing to the SCIO (unless after his resignation there would be fewer than three Trustees remaining in office); or
 - (iii) if he enters into an arrangement with his creditors or becomes apparently insolvent; or
 - (iv) if he is disqualified under the 2005 Act from acting as a charity trustee;
 - (v) if a registered medical practitioner who is treating the Trustee gives a written opinion to the SCIO stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
 - (vi) if he is removed by a resolution of the Members under Clause 36.2; or
 - (vii) he is a co-opted Trustee and his appointment is not ratified under Clause 36.3 by the Members at the Annual General Meeting following his appointment; or
 - (viii) if:
 - (a) he is absent from Trustees' meetings for more than six months without the Trustees' permission; or
 - (b) in the sole opinion of the other Trustees, he has acted in such a way as would bring the SCIO into disrepute and in all the circumstances his removal from office is justified to preserve the reputation of the SCIO; or
 - (c) he has been in serious or persistent breach of either or both of his duties under sections 66(1) and 66(2) of the 2005 Act; or
 - (d) the other Trustees reasonably believe that he does not have sufficient capacity and is physically or mentally incapable of making decisions in relation to, and managing the affairs of, the SCIO, [and the other Trustees have given him a reasonable opportunity to respond to their concerns];and the other Trustees resolve that his office shall be vacated.
- Alternate Trustees** 39. A Trustee may not appoint an alternate Trustee or anyone else to act on his behalf at meetings of the Trustees.
- Register of Trustees** 40.1 The Trustees must keep a Register of Trustees and must update the Register within 28 days of receiving notification of any change.
- Content** 40.2 The Register of Trustees must at all times contain for each current Trustee:-
 - (i) his name;
 - (ii) his address;
 - (iii) the date he was appointed;
 - (iv) any offices he holds in the SCIO;
 - (v) in the case of a Trustee who is not a natural person:-
 - (a) any other name by which it is known;
 - (b) the name of the individual who is its principal contact;
 - (c) any charity number assigned to it; and
 - (d) any company number assigned to it; and
 - (vi) in the case of a Trustee who is appointed by OSCR under section 70A of the 2005 Act, the fact of OSCR's involvement.
- 40.3 The Register of Trustees must, for six years from the date that the office of Trustee is vacated, contain for each former Trustee:-
 - (i) his name;
 - (ii) any offices he held in the SCIO; and

(iii) the date on which he ceased to be a Trustee.

*Right of
Inspection*

41.1 A copy of the Register of Trustees must be provided within 28 days to any person who reasonably requests a copy.

- 41.2 Where the request is made by a person who is not a Trustee:-
- (i) the address of any of the Trustees may be withheld; and
 - (ii) the names of any of the Trustees may be withheld only if the Trustees are satisfied that this information is likely to jeopardise the safety or security of any person or premises.

OFFICE BEARERS

Appointment 42. The Trustees will elect from amongst themselves a Chairperson, Vice Chairperson, Secretary and Treasurer. If it is desired that a **Secretary** be appointed, any Trustee or any other person shall be so appointed for such term, at such remuneration and upon such conditions as the Trustees think fit, and where any notice is required under the Constitution to be served on or by the Trustees or the SCIO, it may be served on or by the Secretary.

Removal 43. The Trustees may at any time revoke any appointment or appointments made under Clause 42. A person appointed to any office will automatically cease to hold that office if he ceases to be a Trustee or if he resigns from that office.

POWERS OF TRUSTEES

Business of the SCIO 44. The business of the SCIO will be managed by the Trustees who may exercise all such powers of the SCIO as are not required to be exercised by the Members in terms of the 2005 Act, the Constitution (and in particular Clause 13), or any regulations prescribed by the Members being not inconsistent with the 2005 Act and the Constitution.

Effect of Regulations 45. No regulation prescribed by the Members shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.

Execution of documents 46.1 Unless otherwise required or authorised by law, a document shall be validly executed by the SCIO only if it is signed by a Trustee, or by the Secretary (if any), or by a person authorised to sign the document on the SCIO's behalf.

46.2 Unless otherwise required or authorised by law, a document shall be presumed to have been executed in accordance with Clause 46.1 above if it is also signed by a witness whose name and address is included in the testing clause or body of the document and it in all respects complies with schedule 2, paragraph 5 of the Requirements of Writing (Scotland) Act 1995.

Cheques 46.3 All cheques and all receipts for moneys paid to the SCIO shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Trustees from time to time by resolution determine.

Patrons 47. The Trustees will have the power to admit a President and/or Patrons. The President must be an individual who is committed to the purposes of the SCIO and wishes to be associated with the SCIO and who the Trustees believe should be appointed. Patrons must be individuals, non-profit making organisations or charitable bodies, commercial or other organisations who wish to be associated with the SCIO and who the Trustees believe should be appointed as Patrons. The President and the Patrons shall not be Trustees or Members of the SCIO merely

by virtue of their admission as President or as a Patron, nor shall they be eligible for appointment as such. The President and the Patrons may attend General Meetings but shall have no vote.

Filling vacancies 48. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with the Constitution, the continuing Trustee or Trustees may act only for the purpose of filling such vacancies or summoning a General Meeting and for no other purpose. If there are no Trustees able or willing to act, any two Members may summon a General Meeting to appoint Trustees.

Third parties dealing in good faith with the Trustees 49. All acts done by any resolution of the Trustees or any person acting as a Trustee shall, as regards all persons dealing in good faith and for value with the SCIO, be as valid as if every such person had been duly appointed, was qualified and had continued to be a Trustee and entitled to vote, notwithstanding any defect in the appointment or continuance in office of any Trustee or person acting as such or that such person had vacated office or was not entitled to vote. The provisions of this clause shall apply equally to all acts by members of committees or by any person acting as a member of a committee as they apply to the Trustees.

TRUSTEES' MEETINGS

Trustees' Meetings 50. Subject to the terms of the Constitution, the Trustees may meet together for the despatch of business, adjourn, adopt regulations (being not inconsistent with the Constitution) to govern their proceedings, and otherwise regulate their meetings as they think fit.

50.1 Trustees shall meet a minimum of 6 times a year.

Convening a Meeting 51. A Trustees' Meeting may be called by any Trustee and must be called by the Secretary (if one is appointed) on the request of a Trustee.

Notice 52.1 Trustees' Meetings shall be called with such notice as the Chairman thinks fit. Notice of every Trustees' Meeting must be given to all Trustees. Where there is an accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice, notice will nonetheless be deemed to have been duly given and it will not invalidate the proceedings at any meeting.

52.2 There is no requirement to give notice of a Trustees' Meeting to any Trustee who is for the time being absent from the United Kingdom or whose address in terms of Clause 53.2 is outwith the United Kingdom, unless he has supplied the SCIO with either an address for service within the United Kingdom or an email address.

Method of notification 53.1 Any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may be given in hard copy or in electronic form as follows:-
(i) by handing it to the Trustee personally;
(ii) by delivering it by hand to the Trustee's address;
(iii) by sending it by e-mail to the Trustee's e-mail address;

- (iv) by sending it by post with delivery pre-paid, addressed to the Trustee at his address; or
- (v) by any other reasonable means by which the Trustee has asked to be sent or supplied with such notices or documents for the time being.

53.2 For the purpose of Clause 53.1, a Trustee's address or email address is the one he has given the SCIO for the service of notices or documents. In the absence of such an address, it is his address in the Register of Trustees.

Deemed service of notice

54.1 Any notice or document served is deemed to have been served:-
(i) immediately upon being handed to the Trustee personally;
(ii) 12 hours after being delivered by hand to the Trustee's address or sent by e-mail to the Trustee's e-mail address; and
(iii) 48 hours after the letter containing the same is posted; or, if earlier, as soon as the Trustee acknowledges receipt.

Proving service

54.2 In proving service, it is sufficient to show that:-
(i) a letter was properly addressed, stamped and posted or delivered; or
(ii) a courier confirmed delivery of the item to the correct address; or
(iii) an e-mail was properly addressed and sent; or
(iv) receipt of service was acknowledged.

54.3 Where an individual is both a Trustee and Member of the SCIO, any notice so served shall be deemed to have been duly served on him as both Trustee and Member of the SCIO.

Quorum

55.1 No business shall be conducted at any Trustees' meeting unless a quorum is and remains present throughout.

55.2 The quorum may be fixed by the Trustees and unless so fixed at any other number shall be 4 Trustees, unless Clause 64.3 permits otherwise.

55.3 Subject to Clause 64, a Trustee must not be counted in the quorum when any decision is made about a matter upon which he is not entitled to vote.

55.4 A meeting of the Trustees at which a quorum is present is competent to exercise all powers and discretions for the time being exercisable by the Trustees for as long as a quorum remains present.

Chairing of meetings

56.1 The Chairman of the SCIO appointed in terms of Clause 42 will preside as the chairman at every Trustees' meeting unless he is unable or unwilling to do so.

56.2 If no Chairman has been appointed or if he is not present within fifteen minutes after the time for which the meeting is scheduled, or is unable or unwilling to preside as chairman of the meeting, the Trustees present may choose one of their number to preside.

Means of participation

57.1 Any or all of the Trustees may participate in a Trustees' meeting by any suitable means which allows all participants to communicate with all other participants, or by a succession of telephone calls to Trustees from the Chairman of the meeting following disclosure to them of all material points.

57.2 Participating by any means in Clause 57.1 shall constitute presence in person at a meeting. Such a meeting shall be deemed to have occurred at the place where the majority of the Trustees participating are present or, if there is no such majority, where the Chairman of the meeting is present.

Voting

58.1 Every Trustee has one vote which must be given in person. Except as otherwise required by law or by the Constitution, all questions arising at any Trustees' meeting shall be determined by a simple majority of the votes cast by the Trustees. In calculating the number of votes cast, no account shall be taken of abstentions, those absent from the meeting, or persons present who are for any reason ineligible to vote.

Casting vote

58.2 A Trustee must not vote when any decision is made about a matter upon which he is not entitled to vote under Clauses 62-65. Where an equal number of votes are cast for and against a resolution, the chairman of the meeting will be entitled to a second and casting vote.

59. The Trustees may agree to invite additional persons to attend and speak at their meetings and to seek advice from such persons as they think fit, but such additional persons shall not have the right to participate in making decisions or to vote.

Records

60.1 The Trustees shall arrange for minutes to be taken and kept of:-
(i) all proceedings of Trustees' meetings, including the names of those present;
(ii) all written resolutions of the Trustees; and
(iii) all appointments of officers made by the Trustees.

60.2 Records kept under Clause 60.1 must be retained for at least six years from the date of the meeting, resolution, or appointment.

Trustees' written resolutions

61.1 A written resolution of the Trustees passed in accordance with this Clause 61 shall be as valid and effective as if it had been passed at a Trustees' Meeting duly convened and held.

61.2 A written resolution may be sent out in more than one document in the like form and, subject to Clauses 61.3 to 61.4, is passed when:-
(i) it has been properly circulated to all Trustees;
(ii) a simple majority of the eligible Trustees have signified their agreement to the resolution in an authenticated document(s); and
(iii) the authenticated document(s) is or are received by the SCIO at the Principal Office or at any other address designated for the purpose within 42 days of the circulation date.

61.3 Where a written resolution relates to the removal of a Member, notice must be given and the Member permitted to make representations in accordance with Clause 12.2.

61.4 Where a written resolution is one for which law or the Constitution (and in particular Clause 13) require a majority other than a simple majority, the majority of eligible Trustees who must signify their agreement to the resolution

for it to be passed will be the specified majority required by law or the Constitution.

CONFLICTS OF INTEREST

Duty to avoid conflicts

62.1 A Trustee must avoid a situation in which he has an interest or duty which conflicts or possibly may conflict with the interests of the SCIO.

What constitutes an interest

62.2 A Trustee will be deemed to have an interest in a proposed transaction or arrangement under consideration by the SCIO if:-

- (i) the proposed transaction or arrangement is or includes the provision of remuneration by the SCIO to that Trustee, or to a person connected to him in terms of section 68(2) of the 2005 Act, for services provided to or on behalf of the SCIO; or
- (ii) he has any other interest, direct or indirect (including but not limited to any personal financial interest), in the proposed transaction or arrangement; or
- (iii) a person, firm, or limited company with whom or with which he is deemed to be connected in terms of section 68(2) of the 2005 Act has an interest, direct or indirect, (including but not limited to any personal financial interest), in the proposed transaction or arrangement;
unless
 - (a) the proposed transaction or arrangement is not one which falls within the scope of Article 62.2(i) and is such that it cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (b) the only benefit to him is the payment by the SCIO of a premium for indemnity insurance for the benefit of the Trustees of the SCIO; or
 - (c) he is not aware of his interest, or he is not aware of the proposed transaction or arrangement in question, and it is not a matter of which he ought reasonably to be aware.

62.3 A Trustee who has an interest in terms of this Clause 62 shall be known as a “**Conflicted Trustee**”.

Declaration of interest

63.1 A Conflicted Trustee must declare the nature and extent of his interest to the Trustees, unless they are already aware of it or ought reasonably to be aware of it. Such declaration must be made before the proposed transaction or arrangement has been entered into by the SCIO, or, where it relates to an existing transaction or arrangement, as soon as is reasonably practicable. A declaration by a Conflicted Trustee must be made:-

- (i) at a Trustees’ meeting at or before the time discussion begins on the matter;
- (ii) by notice in writing to the other Trustees sent to them in accordance with the terms of the Constitution relating to the service of notices.

If the declaration proves to be or becomes inaccurate or incomplete, a further declaration must be made.

Register of Interests

63.2 The SCIO shall maintain a Register of Interests which shall be reviewed at least annually and updated as necessary, and which shall be open to inspection at any time by all Trustees. Where an interest has been entered in the Register of Interests, the other Trustees shall be deemed to be aware of it.

- Procedure** 64.1 Where a Conflicted Trustee has an interest in a matter to be discussed at a meeting of the Trustees, he must, unless the other Trustees authorise him to do otherwise in terms of Clause 64.2:
- (i) declare the nature and extent of his interest in accordance with Clause 63;
 - (ii) after providing any information requested by the Trustees, take no part in any discussions of the Trustees and, if so required by the Chairman, withdraw from the meeting for that item;
 - (iii) take no part in the deliberations;
 - (iv) not be counted in the quorum for that part of the meeting; and
 - (v) withdraw from the meeting during the vote and have no vote on the matter.
- Authorisation by Trustees** 64.2 Where the non-conflicted Trustees are satisfied that it is in the best interests of the SCIO to do so, they may, provided that they form a quorum in accordance with Clause 55.2 or Clause 64.3, by resolution passed in the absence of the Conflicted Trustee, authorise him to:-
- (i) participate in deliberations and/or to vote;
 - (ii) disclose to a third party information confidential to the SCIO;
 - (iii) take any other action not otherwise authorised; or
 - (iv) refrain from taking any action required to remove the conflict;
- provided always that:
- (a) the terms of Section 66 of the 2005 Act are not thereby contravened;
 - (b) a Conflicted Trustee whose interest is a financial one shall at all times comply with the terms of sections 67-68 of the 2005 Act; and
 - (c) the authorisation provided under this clause shall not remove the requirement that the interest be declared in terms of Clause 63.
- Quorum where conflicts exist** 64.3 For the purpose of Clause 64, if a conflict of interest arises for a Trustee and there are insufficient non-conflicted Trustees of the SCIO to form a quorum, the quorum for the purpose of that decision only shall consist of all non-conflicted Trustees of the SCIO notwithstanding the terms of Clause 55.2.
- Personal benefit** 64.4 Where the procedure in this Clause 64 is followed, a Trustee is permitted to enter into a transaction with the SCIO in which he has an interest and, provided the terms of sections 66 to 68 of the 2005 Act are not contravened, may retain any personal benefit which arises.
- Failure to follow procedure** 65.1 Subject to Clause 65.2, all business transacted by a meeting of Trustees will be validly transacted notwithstanding the participation in the vote of any Trustee who was disqualified from holding office, had previously retired or who was obliged in terms of the Constitution to vacate office, or who was not entitled to vote or be counted in the quorum for the matter, if, when that Trustee is disregarded for the purposes of both the vote and the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- 65.2 Clause 65.1 does not permit a Conflicted Trustee or a person connected to him to retain any personal benefit arising from a resolution of the Trustees if, but for Clause 65.1, the resolution would have been invalid or if he failed to declare his interest in terms of Clause 63.
- Relaxation of rules** 65.3 The Members may suspend or relax to any extent (either generally or in relation to any particular matter) the provisions of Clauses 62 to 65, subject always to

sections 51 and 66-68 of the 2005 Act.

COMMITTEES

Delegation to Committees

- 66.1 The Trustees may delegate any of their powers to a committee consisting of such number of Trustees and/or Members and/or such other persons (if any) as they think fit. All proceedings of committees must be reported promptly to the Trustees.
- 66.2 When exercising the powers delegated to it, a committee must abide by any regulations imposed on it by the Trustees. The Trustees may impose such regulations as they think fit, and any regulations so imposed may be revoked or altered.

Proceedings of committees

- 66.3 No resolution of any committee will be effective unless a majority of the members of the committee at the meeting are Trustees or unless the resolution is ratified by the Trustees. All proceedings of committees must be reported promptly to the Trustees.
- 66.4 Subject to Clause 66.3, the meetings and proceedings of any committee will be governed by the provisions of the Constitution regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not superseded by any regulations made by the Trustees).

REMUNERATION

Remuneration

67. Any Trustee appointed to any office of the SCIO paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the SCIO may do so only in accordance with the provisions of the 2005 Act.

Expenses

68. Trustees shall be entitled to be reimbursed for any reasonable expenses properly incurred by them in the exercise of their duties.

ACCOUNTING

Accounting Records

- 69.1 The Trustees must ensure that proper accounting records sufficient to show and explain the SCIO's transactions are kept.
- 69.2 The accounting records kept under Clause 69.1 above must:-
- (i) disclose at any time the current financial position of the SCIO;
 - (ii) contain entries showing from day to day all sums received and spent by the SCIO, and the matters in respect of which the sums are received and spent;
 - (iii) include a record of the assets and liabilities of the SCIO; and
 - (iv) be sufficient to enable a statement of account which complies with Clause 70 below to be prepared.
70. The Trustees must ensure that in each financial year a statement of account is prepared which includes a report on the SCIO's activities and complies with the Charities Accounts (Scotland) Regulations 2006 and the 2005 Act.

71. Accounting records must be kept by the SCIO for a minimum of six years from the end of the financial year to which they relate.

Inspection

- 72.1 The accounting records under Clauses 69-71 above shall be kept at the SCIO's principal office or at such other place in Scotland as the Trustees think fit and shall be open to inspection by the Trustees.
- 72.2 Members of the public shall be entitled to request and receive a copy of the most recent statement of account of the SCIO where it is reasonably requested in accordance with section 23 of the 2005 Act.
- 72.3 A copy of the SCIO's statement of account must be sent to OSCR within 9 months of the end of the SCIO's financial year.
- 72.4 Subject to this Clause, no other person, including a Member of the SCIO who is not also a Trustee of the SCIO, shall have any right to inspect any accounting records of the SCIO, except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.

**Audit/
Independent
Examination**

- 73.1 Auditors (as defined in Clause 1.2) shall be appointed and their duties regulated in accordance with the provisions of the 2005 Act.
- 73.2 Where it is proposed that the Auditor is removed before his term of office expires, he must be given at least 21 days' notice of his proposed removal. The Auditor must be allowed to make representations to the Members and such representations must be considered by the Members before the resolution is voted upon.

AMENDMENT OF CONSTITUTION

Consent

- 74.1 If the SCIO wishes to:-
(i) amend its purposes;
(ii) apply to the court to amend its purposes; or
(iii) change its name;
it may do so only with OSCR's consent. In the absence of such consent (given or deemed in accordance with the 2005 Act), any purported amendment shall be invalid.
- 74.2 OSCR's consent must be sought a minimum of 42 days prior to any change set out in Clause 74.1 taking effect.

Procedure

- 75.1 Subject to Clause 74, the Constitution of the SCIO may be amended by a resolution of the Members passed:-
(i) by a majority of not less than two thirds of the Members voting in person or by proxy at a General Meeting duly convened and held; or
(ii) unanimously by way of written resolution of the Members.
- 75.2 Where the resolution is passed at a General Meeting, the notice of the meeting must include the text of the proposed amendments in accordance with Clause 22.

- 75.3 The date on which a resolution under Clause 75.1 is passed is:-
- (i) the date of the General Meeting at which it is passed; or
 - (ii) the date on which the last Member agreed to it.
- 75.4 Any amendment to the Constitution, whether an amendment within the scope of Clause 74 or not, must be notified to OSCR within three months of it taking effect.

INDEMNITY AND LIABILITY

- Indemnity***
76. Subject to the provisions of this Constitution and save as otherwise excluded by law, a Trustee, Auditor, Secretary or other officer of the SCIO shall be entitled to be indemnified by the SCIO against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation to the SCIO, unless such cost, charge, loss, expense or liability incurred is one within the terms of section 68A(2)(a) to (c) of the 2005 Act.
- Liability***
77. The Members of the SCIO have no liability in their capacity as Members to contribute to the assets of the SCIO or the payment of its debts and liabilities, whether on its winding up or otherwise.

DISSOLUTION

- Dissolution***
- 78.1 If the SCIO wishes to wind up or dissolve, it may do so only in accordance with the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011.
- 78.2 On the winding up or dissolution of the SCIO, any property of the SCIO which remains after all of the SCIO's debts and liabilities have been met must be paid or transferred to a **charitable institution** or institutions selected at or before the time of the dissolution by the Members of the SCIO and which has purposes which are the same as or which closely resemble the purposes of the SCIO. A charitable institution to which any property is transferred must prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the SCIO.
- 78.3 No part of the SCIO's property may be paid or transferred to the Members of the SCIO, except to a Member that is itself a charity or directly in furtherance of a charitable purpose and in accordance with the terms of the Constitution.