

CONSTITUTION

of

Dochas Carers Centre

SCIO No SC029821

Date of OSCR registered conversion 13th April 2022

Converted from Dochas Fund

Scottish Charity No SC029821

Company registration number: SC247624

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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 **“Dochas Carers Centre”**

Purposes

- 4 The organisation’s charitable purposes are:
 - a) **To Support Unpaid Carers** as follows:
 - I. The advancement of health and wellbeing
 - II. The advancement of citizenship in relation to the encouragement of volunteering
 - III. The organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended
 - IV. The relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage and, more specifically:-
 - i. To provide information, guidance and support to Unpaid Carers who reside in Mid-Argyll, Kintyre and the Islands of Islay, Jura and Gigha and, by extension, those for whom they care by providing carers better support and preparation throughout their caring role to enable them and those they care for to remain at home longer and, in furtherance thereof but not otherwise:-
 - a. Provide facilities to advance and ease the care burden of Unpaid Carers and of those who require care; and
 - b. Provide a range of services of all kinds to assist Unpaid Carers to give improved care to those who are suffering from ill health, disability or old age;

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- c. Participate actively in consultation with Governments and Statutory agencies by contributing to debates on and research into the needs of Unpaid Carers, their rights health and well-being.

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, which shall include, where necessary, the employment of a suitably qualified manager and staff to run the day to day activities of the organisation.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the charity trustees - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's purposes.

Liability of charity trustees

- 7 The charity trustees of the organisation (in their capacity as members - see clause 11) 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 charity trustees will not be held responsible.
- 8 The 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 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The board also appoints charity trustees to fill vacancies, and the people serving on the board (in their capacity as members of the organisation - see clauses 11 and 13) have power to make changes to the constitution itself.
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES - and they are *also* the MEMBERS of the organisation for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.

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- 12** Under the provisions of this constitution, no-one can be a member unless they are also a charity trustee of the organisation.
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- 13** The Charities and Trustee Investment (Scotland) Act 2005 requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation.

Dochas Carers Centre (SCIO) Constitution

BOARD

Number of charity trustees

- 14 The maximum number of charity trustees is 7. The charity trustees intend there shall be a suitably diverse representation drawn from the local community as charity trustees, with (so far as reasonably possible) balanced representation across the age and gender spectrum and where possible experience of current or past caring.
- 15 The minimum number of charity trustees is 3.

Eligibility

- 16 A person will not be eligible for election or appointment to the board if they are: -
- (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - (b) an employee of the organisation.

Initial charity trustees

- 17 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, for an initial three year term; see 18. a.
- 18 The board may at any time appoint any person to be a charity trustee - by way of a resolution passed by majority vote at a board meeting. Such appointments may be made "ex officio" if so agreed by the board.
- (a) Trustees can serve a maximum term of six years, following retirement and re-election after the first three years.
 - (b) Thereafter, an agreed system of rotation of charity trustees will be implemented. Unless otherwise agreed, at the conclusion of the third AGM after the incorporation of the organisation, up to two of the initial charity trustees will retire from office. The question of which of them is to retire shall be determined by some random rotation method; failing which by the casting vote of the chair.
- 19 Unless otherwise agreed, at the conclusion of each AGM after the first three AGMs following incorporation of the organisation, up to two charity trustees appointed during the preceding three years (but excluding those re-appointed under clause 21 during that period) shall retire from office.

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- 20** The charity trustees to retire under clause 19 shall be those who have been longest in office since they were last appointed or re-appointed; as between persons who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
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- 21** A charity trustee who retires from office under clause 18 or 19 at the conclusion of an AGM shall be eligible for re-appointment under clause 18 at the next board meeting, observing clause 18. a.
- 22** A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected observing 18. a., at the board meeting which next follows unless:
- (a) they advise the board that they do not wish to be re-appointed; or
 - (b) a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.

Termination of office

- 23** A charity trustee will automatically cease to hold office if: -
- (a) they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) 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;
 - (c) they become an employee of the organisation;
 - (d) they give the organisation a notice of resignation, signed by them;
 - (e) 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;
 - (f) 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 40); or
 - (g) 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.

24 A resolution under paragraph (f) or (g) of clause 23 shall be valid only if: -

- (a) 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;
- (b) 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
- (c) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

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Register of charity trustees

- 25** The board must keep a register of charity trustees, setting out:-
- (a) for each current charity trustee:
 - (i) their full name and address;
 - (ii) the date on which they were appointed as a charity trustee; and
 - (iii) any office held by them in the organisation;
 - (b) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - (i) the name of the charity trustee;
 - (ii) any office held by them in the organisation; and
 - (iii) the date on which they ceased to be a charity trustee.
- 26** The board must ensure that the register of charity trustees is updated within 28 days of any change:
- (a) which arises from a resolution of the board; or
 - (b) which is notified to the organisation.
- 27** 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.
- 28** The members of the organisation are identical to its charity trustees - and therefore the organisation does not require to keep a separate register of members.

Office-bearers

- 29** The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 30** In addition to the office-bearers required under clause 29, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate; e.g., a Vice Chair.

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- 31** All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 29 or 30.
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- 32** A person elected to any office will automatically cease to hold that office: -
- (a) if they cease to be a charity trustee; *or*
 - (b) if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

- 33** 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.
- 34** A meeting of the board at which a quorum (2 Trustees – see clause 45) is present may exercise all powers exercisable by the board.

Charity trustees - general duties

- 35** 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:-
- (a) seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party: -
 - (i) put the interests of the organisation before that of the other party; *or*
 - (ii) 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;
 - (d) 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.
- 36** In addition to the duties outlined in clause 35, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

(b) that any trustee who has been in serious or persistent breach of those duties is removed as a trustee.

- 37** Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 40 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.
- 38** No charity trustee may serve as an employee (full time or part time, with the exception of volunteering) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 39** 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

- 40** 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.
- 41** The code of conduct referred to in clause 40 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

The charity trustees, in deciding on all operating activities, will endeavour to respect the environment and local community.

Notice of board meetings

- 42 At least 7 days' notice must be given of each board meeting.
- 43 Any charity trustee with a concern may suggest a meeting of the board.
 - (a) If an urgent decision is needed, the matter can be circulated *ex officio* and any agreement reached must be recorded and ratified at the following board meeting.
- 44 If charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the charity trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those charity trustees who may have difficulties in using a computer or laptop for this purpose) the charity trustees' attention should be drawn to the following options:
 - (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at board meetings

- 45 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 2 charity trustees.
- 46 An individual participating in a board meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a charity trustee, will be deemed to be in attendance) at the meeting.
- 47 If a board meeting is not quorate (see clause 45), the meeting cannot proceed.
 - (a) If at any time the number of charity trustees in office falls below the minimum number of trustees (3) the remaining trustee(s) will have power on a temporary (emergency) basis to make appropriate decisions to maintain the organisation.
- 48 The chair of the organisation should act as chair of each board meeting.

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- 49** 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 chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.
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- 50** Every charity trustee has one vote, which must be given personally (subject to clause 56).
- 51** All decisions at board meetings will be made by majority vote.
- 52** If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 53** The board may if they consider appropriate (and must, if that is required under clause 54) allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links, providing:
- (a) the means by which charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the charity trustees - a barrier to participation; and
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those charity trustees (if any) who are attending in person (and vice versa).
- 54** If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to participate in that board meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that:
- (a) the requirements set out in paragraphs (a) and (b) of clause 53 will apply; and
 - (b) the board must use all reasonable endeavours to ensure that all charity trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 55** A board meeting may involve two or more charity trustees participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

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- 56 Where a charity trustee is participating in a board meeting via an audio or audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
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- 57 The board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) 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.
- 58 Unless otherwise declared and agreed, a charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw, or recuse themselves, from the meeting while an item of that nature is being dealt with. The charity trustees will, from time to time, make provision for procedures to deal with conflicts of interest.
- 59 For the purposes of clause 59: -
- (a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
 - (b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Technical objections to remote participation in board meetings

- 60 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at board meetings; providing the arrangements made by the board in relation to a given board meeting (and the manner in which the meeting is conducted) are consistent with those requirements, then:
- (a) a charity trustee cannot insist on participating in the board meeting, or voting at the board meeting, by any particular means;
 - (b) the board meeting need not be held in any particular place;
 - (c) the board meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the

quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);

(d) the board meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

(e) a charity trustee will be able to exercise the right to vote at the board meeting by such means as is determined by the chair of the meeting (consistent with the arrangements made by the board) and which permits that charity trustee's vote to be taken into account in determining whether or not a resolution is passed.

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Resolutions agreed by the board in writing or by e-mail

- **61** — A resolution agreed to in writing (or by e-mail) by a majority of the charity trustees then in office shall (subject to clauses 63 and 64) be as valid as if duly passed at a board meeting.
- 62** A resolution under clause 61 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 63.
- 63** If a resolution is circulated to the charity trustees under clause 61, any one or more charity trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time, then:
- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - (b) the resolution cannot be treated as valid under clause 61 unless and until that board meeting has taken place;
 - (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the charity trustees then in office.

Minutes

- 64** The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees; this includes *ex officio* decisions - see clause 43. a.
- 65** The minutes to be kept under clause 64 must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.

DECISION-MAKING BY THE CHARITY TRUSTEES - IN THEIR CAPACITY AS MEMBERS

- 66 For certain purposes of the Charities and Trustee Investment (Scotland) Act 2005, the charity trustees make decisions in their capacity as *members* of the organisation, rather than as a board; the provisions of clauses 70 to 93 relate to those situations.

Annual general meetings

- 67 The board must convene a meeting of the charity trustees - in their capacity as members of the organisation - in each calendar year; that meeting will be called an annual general meeting or "AGM".
- 68 The gap between one AGM and the next must not be longer than 15 months.
- 69 Notwithstanding clause 70, 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.
- 70 The business of each AGM must include:-
- (a) a report by the chair on the activities of the organisation; and
 - (b) consideration of the future strategy for the organisation, including a review of key risks and opportunities.
- 71 The board may convene any other meeting of the charity trustees - in their capacity as members of the organisation - at any time.

Notice of members' meetings

- 72 At least 14 clear days' notice must be given of any AGM or any other members' meeting.
- 73 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 74 The reference to "clear days" in clause 75 shall be taken to mean that, in calculating the period of notice,
- (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) the day of the meeting itself should also be excluded.
- 75 Notice of meetings must include all charity trustees. In the event of omission this will not invalidate proceedings at the meeting.

76 Any notice of a members' meeting which requires to be given to a charity trustee - in their capacity as a member of the organisation - under this constitution must be: -

(a) sent by post to the charity trustee, at the address last notified by them to the organisation; *or*

(b) sent by read receipt e-mail to the charity trustee, at the e-mail address last notified by them to the organisation.

77 Clause 45 shall apply where notice is being given in relation to a members' meeting at which charity trustees (in their capacity as members of the organisation) are to be permitted to participate by way of audio and/or audio-visual link(s).

Procedure at members' meetings

78 The provisions of clauses 45, 46, 48 and 49 (quorum, chair) shall apply in relation to all meetings of the charity trustees in their capacity as members of the organisation.

Voting at members' meetings

79 Every charity trustee shall have one vote in their capacity as a member, which must be given personally (subject to clause 88).

80 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 84.

81 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 90):-

(a) a resolution amending the constitution;

(b) 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);

(c) 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);

(d) a resolution for the winding up or dissolution of the organisation.

82 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.

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- 83 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot.
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- 84 The chair will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 85 The provisions of clauses 54 to 57 (remote participation) shall apply in relation to participation and voting by charity trustees in their capacity as members of the organisation.

Technical objections to remote participation in members' meetings

- 86 The principles set out in clause 61 (technical objections to remote participation) shall apply in relation to remote participation and voting at members' meetings, as if each reference in that clause to a charity trustee were a reference to a charity trustee in their capacity as a member and each reference in that clause to a board meeting were a reference to a members' meeting.

Written resolutions

- 87 A resolution agreed to in writing (or by e-mail) by all the charity trustees, in their capacity as members of the organisation, 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 charity trustee agreed to it.

Minutes

- 88 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 89 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 90** 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.
- 91** 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.
- 92** When delegating powers under clause 90 or 91, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 93** Any delegation of powers under clause 90 or 91 may be revoked or altered by the board at any time.
- 94** 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

- 95** Subject to clause 99, 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.
- 96** 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 95.

Accounting records and annual accounts

- 97** The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 98** 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

- 99** 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.
- 100** 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.
- 101** In the event of winding up or dissolution of the organisation, the charity trustees all assets available for charitable 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

- 102** This constitution may be altered by resolution of the charity trustees - in their capacity as members of the organisation - passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 81) or by way of a written resolution of the charity trustees in their capacity as members.
- 103** The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g., change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 104** References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 105** In this constitution: -
- (a) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - (b) "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.

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