

## CONSTITUTION

of

### BRITISH SOCIETY OF ANIMAL SCIENCE SCIO

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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 British Society of Animal Science SCIO.

### **Purposes**

4. The organisation's purposes are the advancement of education and science in Scotland and elsewhere which relates to the study of and practical application of all aspects of animal science (whether companion, zoo, livestock, equine or wild animals) for the benefit of those who work with animals and livestock, are involved in the care, health, welfare, environmental sustainability and utility of animals, are interested or involved in animal science through academia or industry and the wider general public by:

- 4.1. Being the champion of advances in animal science through:
  - 4.1.1. Promoting and encouraging research and experimental work into all aspects of animal science to advance and improve understanding and to investigate problems or any other matters of interest or concern;
  - 4.1.2. Encouraging the sharing of knowledge through the dissemination of such research findings;
  - 4.1.3. Encouraging the practical and beneficial application of such research results, such as putting new advances into practice;
  - 4.1.4. Collecting and publishing information about animal science and its application;
  - 4.1.5. Providing high quality academic and industry support together with a networking and mentoring platform for animal scientists;
- 4.2. Advancing responsible, safe, high welfare, environmentally and economically sustainable global animal production to:
  - 4.2.1. Address issues such as the role of animal science in helping to resolve the world's food crisis;
  - 4.2.2. Adopt a holistic approach to providing food security, nutrition and production for all;

- 4.2.3. Unify approaches to improving animal health and welfare;
- 4.2.4. Examine the relationship between humans, animals and the environments we share;
- 4.2.5. Examine the impact of animal science on human 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.
- 6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

#### **Liability of members**

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

#### **General structure**

- 9. The structure of the organisation consists of: -
  - 9.1. the MEMBERS - who have the right to attend members' meetings (including any Annual General Meeting ("AGM")) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 9.2. the board - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

#### **MEMBERS**

##### **Qualifications for membership**

- 11. Membership shall be open to any person aged 18 or over who is or has been engaged in or is interested in research, education or advisory activities regarding the science related to animals and its application, or associated with practical livestock keeping.

12. With the exception of the honorary treasurer, secretary and chair, employees of the organisation are not eligible for membership.

#### **Applications for membership**

13. Any person who wishes to become a member must either complete and sign a written application for membership or complete the online application membership process. All applications must be lodged with a remittance for the annual membership subscription.
14. An application for membership received by the organisation will be considered by the BSAS Chief Executive who will refer to the board any cases where there is any doubt over suitability of the candidate for consideration at the next board meeting.
15. The board may, at its discretion, refuse to admit any person to membership.
16. The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership. If the decision is to refuse admission, the board shall return to the applicant the remittance lodged by them under clause 13.

#### **Membership subscription**

17. Each member shall pay on entrance and thereafter annually a subscription, the amount of which shall be proposed by the board and authorised at a general meeting:
  - 17.1. The subscription shall be payable in advance on the first day of January each year or as agreed by the board.
  - 17.2. In the event of the subscription being one year or more in arrears, membership shall lapse but reinstatements may be made on full payment of subscription arrears.
  - 17.3. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

#### **Register of members**

18. The board must keep a register of members, setting out: -
  - 18.1. for each current member:
    - 18.1.1. their full name and address; and
    - 18.1.2. the date on which they were registered as a member of the organisation;
  - 18.2. for each former member - for at least six years from the date on which they ceased to be a member:
    - 18.2.1. their name; and
    - 18.2.2. the date on which they ceased to be a member.

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

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

18.3.2. which is notified to the organisation.

19. If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

#### **Withdrawal from membership**

20. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

#### **Transfer of membership**

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

#### **Re-registration of members**

22. The board may, at any time, issue notices to a member or members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

23. If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22, the board may expel them from membership.

24. A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

#### **Honorary members**

25. The board may propose for approval at an Annual General Meeting ("AGM") the election of honorary life members of the organisation. Such honorary life members shall have distinguished themselves in the field of science relating to animals and its application or have rendered significant service to the organisation. Honorary life members shall have, without payment of the membership subscription, all privileges of membership.

### **Expulsion from membership**

26. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed: -
  - 26.1. at least 21 days' notice of the intention to propose the resolution must be given to the member or body concerned, specifying the grounds for the proposed expulsion;
  - 26.2. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

27. Membership of the organisation will terminate on death.

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

### **Members' meetings**

28. The board must arrange a meeting of members, an AGM, in each calendar year.
29. The gap between one AGM and the next must not be longer than 15 months.
30. Notwithstanding clause 28, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
31. The business of each AGM must include: -
  - 31.1. a report by the CEO and honorary treasurer on the activities of the organisation;
  - 31.2. consideration of the annual accounts of the organisation;
  - 31.3. the election/re-election of charity trustees, as referred to in clauses 68 to 75.
32. The board may arrange a special members' meeting at any time.

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

33. The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members by members who amount to 5% or more of the total membership of the organisation at the time, providing:
  - 33.1. the notice states the purposes for which the meeting is to be held; and
  - 33.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

34. If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

#### **Notice of members' meetings**

35. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
36. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 36.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 36.2. in the case of any other resolution falling within clause 55 (requirement for two-thirds majority) must set out the exact terms of the resolution.
37. The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,
  - 37.1. the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 37.2. the day of the meeting itself should also be excluded.
38. Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
39. Any notice which requires to be given to a member under this constitution must be:
  - 39.1. sent by post to the member, at the address last notified by them to the organisation; or
  - 39.2. sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

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

40. No valid decisions can be taken at any members' meeting unless a quorum is present.
41. The quorum for a members' meeting shall be 25 persons entitled to vote, each being a member or a proxy for a member.
42. The board may make arrangements, in advance of any members meeting, to allow members to participate in the special members meeting by means of conference telephone, video conferencing facility or similar communications equipment. Views can also be expressed by email and by post provided they are received by the chair at least 7 days prior to the special members meeting. So long as all those participating in the meeting can hear each other or read each other's views,

a member participating in a special members meeting in these ways shall be deemed to be present in person at the meeting.

43. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
44. The chair of the organisation should act as chairperson of each members' meeting.
45. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

#### **Voting at members' meetings**

46. Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
47. A member who wishes to appoint a proxy to vote on their behalf at any members' meeting: -
  - 47.1. must give to the chief executive (or nominated individual) a proxy form (in such terms as the board requires), signed by them; or
  - 47.2. must send by electronic means to the chief executive the email address notified to the members for that purpose, a proxy form (in such terms as the board requires)

providing (in either case) the proxy form is received by the chief executive at the relevant address not less than 48 hours before the time for holding the members' meeting.

48. An instrument of proxy which does not comply with the provisions of clause 47, or which is not lodged or given in accordance with such provisions, shall be invalid.
49. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
50. A proxy need not be a member of the organisation.
51. Subject to clause 52, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than 8 votes as a proxy (in addition to any vote to which they are entitled personally, if they are a member of the organisation).
52. Where members have appointed the chair of a members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether they should vote on their behalf in favour of, or against, each resolution - the provisions of clause 51 shall not apply in relation to the chair, in acting as proxy for those members.

53. A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
54. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 55.
55. 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 59):
  - 55.1. a resolution amending the constitution;
  - 55.2. a resolution expelling a person from membership under clause 26;
  - 55.3. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 55.4. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
  - 55.5. a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
  - 55.6. a resolution for the winding up or dissolution of the organisation.
56. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
57. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting and entitled to vote) ask for a secret ballot.
58. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

#### **Written resolutions by members**

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

#### **Minutes**

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

62. The board shall make available copies of the minutes referred to in clause 60 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 114.

## **BOARD**

### **Number of charity trustees**

63. The maximum number of charity trustees is 15 and the minimum number is 7.

### **Eligibility**

64. A person shall not be eligible for election/appointment to the board under clauses 68 to 70 unless they are a member of the organisation; a person appointed to the board under clause 74 need not, however, be a member of the organisation.
65. A person will not be eligible for election or appointment to the board if they are DISQUALIFIED FROM BEING A CHARITY TRUSTEE UNDER THE CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND) ACT 2005.

### **The board**

66. The board shall consist of the following: -
- 66.1. Each of the office bearers referred to in clauses 82 to 84, of whom there shall be no more than 7.
  - 66.2. Up to 4 people appointed as charity trustees by the board to fill a vacancy; and
  - 66.3. Such other persons elected as charity trustees at the AGM by the members in accordance with clause 68.

### **Initial charity trustees**

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

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

68. The method of election for members of the board is as follows: -
- 68.1. Subject to the provisions of clause 68.3, members are elected to be a charity trustee at the AGM by the membership (unless they are debarred from membership under clause 65).
  - 68.2. Every candidate who wishes to become a charity trustee must make themselves known to the chief executive and complete the trustee information form, up to 7 days prior to the AGM. The candidates must be a member of the organisation.

- 68.3. In the event that there are more candidates than there are vacancies to the board, the membership shall vote to determine the matter of who should be elected as a charity trustee.
69. The board may at any time appoint any member (unless they are debarred from membership under clause 65) to be a charity trustee, subject to the provisions of clause 66.2.
70. All members elected as charity trustees under clauses 68 and 69 shall serve on the board for a 4-year period and shall be eligible for re-election or re-appointment to the board should they wish to do so on the expiry of this period for one further term of 4 years.
71. A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- 71.1. They advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
  - 71.2. An election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 71.3. A resolution for the re-election of that charity trustee was put to the AGM and was not carried.
72. A person who has served on the board for two consecutive terms of 4 years each shall automatically vacate office on expiry of the second 4-year term and shall not then be eligible for re-election to the board as a charity trustee until a further year has elapsed.
73. For the purposes of clause 72:
- 73.1. The period from the date of the formation of the organisation to the first AGM shall be deemed to be a period of one year, unless it is of less than six months duration (in which case it will be disregarded);
  - 73.2. The period between the date of appointment of a charity trustee and the AGM which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it will be disregarded;
  - 73.3. The period between one AGM and the next shall be deemed to be a period of one year;
  - 73.4. If a charity trustee ceases to hold office but is reappointed to that office within a period of six months, they shall be deemed to have held office as a charity trustee continuously.

#### **Appointment/re-appointment of co-opted charity trustees**

74. In addition to their powers under clause 69, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to the provisions of clause 66.2 and providing they are not debarred from membership under clause 65) either on the basis that they have been nominated by a body with which the

organisation has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the board.

75. At each AGM, all of the charity trustees appointed under clause 74 shall retire from office – but shall then be eligible for re-appointment under that clause should they wish to do so.

#### **Termination of office**

76. A charity trustee will automatically cease to hold office if: -
- 76.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 76.2. they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 76.3. in the case of a charity trustee elected/appointed under clauses 67 to 70) they cease to be a member of the organisation, with the exception of the honorary treasurer, secretary and chair if they become an employee of the organisation;
  - 76.4. they give the organisation a notice of resignation, signed by them;
  - 76.5. they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
  - 76.6. they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 97);
  - 76.7. they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 76.8. they are removed from office by a resolution of the members passed at a members' meeting.
77. A resolution under paragraph 76.7, 76.8 or 76.9 shall be valid only if: -
- 77.1. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 77.2. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

- 77.3. (in the case of a resolution under paragraph 76.7 or 76.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

78. The board must keep a register of charity trustees, setting out
- 78.1. for each current charity trustee:
    - 78.1.1. their full name and address;
    - 78.1.2. the date on which they were appointed as a charity trustee; and
    - 78.1.3. any office held by them in the organisation;
79. For each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 79.1. the name of the charity trustee;
  - 79.2. any office held by them in the organisation; and
  - 79.3. the date on which they ceased to be a charity trustee.
80. The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 80.1. which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 80.2. which is notified to the organisation.
81. 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 organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

82. The charity trustees may elect (from among themselves) a chair, an honorary treasurer and secretary.
83. If the charity trustees choose not to elect a chair, the President of the organisation at the time shall be deemed to have been elected as the chair of the organisation
84. In addition to the office bearers required under clause 82, the other office bearers of the organisation (who must also be charity trustees) shall be:
- 84.1. the President;
  - 84.2. the Senior Vice-President;

- 84.3. the Vice-President;
- 84.4. the immediate Past President;
- 85. A person elected to any office will automatically cease to hold that office: -
  - 85.1. if they cease to be a charity trustee; or
  - 85.2. if they give to the organisation a notice of resignation from that office, signed by them.

#### **Appointment of the Honorary Treasurer**

- 86. The honorary treasurer shall hold office at the board's discretion on such terms as the board shall determine. His/her duty shall be to receive, disburse and account for the organisations monies as the board requires.

#### **Appointment of the President**

- 87. The president: -
  - 87.1. The board shall propose one or more members of the organisation as President and his/her name(s) shall appear on the notice calling the AGM.
  - 87.2. If the membership decides to elect one of these members as the new President at the AGM, they will take office at the conclusion of the AGM. The President shall remain in office for one year on such terms and conditions as the board shall determine.
  - 87.3. The duty of the President shall include presiding over meetings of the organisation. The President shall be an ex-officio member of all Committees. If for any reason the President is unable to exercise this office, the Senior Vice-President shall act in his/her place.

#### **Appointment of the Vice President and Senior Vice President**

- 88. The Vice-President and Senior Vice President shall remain in office for one year on such terms and conditions as the board shall determine. Candidates for the position of the Vice-President and Senior Vice President shall be nominated by the board for approval by the members at the AGM. Nominations must be received by the Chief Executive 28 days in advance of an AGM. It is normal practice for the retiring Senior Vice-President to be nominated President for the following year and the Vice President to be nominated Senior Vice President.

#### **Powers of board**

- 89. 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.
- 90. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

91. The members may, by way of a resolution passed in compliance with clause 55 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

#### **Charity trustees - general duties**

92. 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: -
- 92.1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 92.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 92.3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 92.3.1. put the interests of the organisation before that of the other party;
    - 92.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 92.4. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
93. In addition to the duties outlined in clause 92, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 93.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 93.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
94. 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 92 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.
95. With the exception of the honorary treasurer, secretary and chair, no charity trustee may serve as an employee (full time or part time) of the organisation; declaring that any remuneration paid to the honorary treasurer, secretary or chair, for their services to the organisation must be in accordance with the provisions of Chapter Nine of the Charities and Trustee Investment (Scotland) Act 2005. No other charity trustee shall be remunerated.

96. 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**

97. 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.
98. The code of conduct referred to in clause 97 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

#### **DECISION-MAKING BY THE CHARITY TRUSTEES**

##### **Notice of board meetings**

99. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
100. At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

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

101. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person. A charity trustee may participate in a meeting of the board by means of conference telephone, video conferencing facility or similar communications equipment so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
102. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 101, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
103. The chair of the organisation should act as chairperson of each board meeting.
104. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
105. Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 101 will be taken to be given personally for the purpose of this clause.

106. All decisions at board meetings will be made by majority vote.
107. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
108. The Board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
109. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
110. For the purposes of clause 109: -
  - 110.1. 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;
  - 110.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

111. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
112. The minutes to be kept under clause 111 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
113. The board shall (subject to clause 114) make available copies of the minutes referred to in clause 111 to any member of the public requesting them.
114. The board may exclude from any copy minutes made available to a member of the public under clause 111 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **Appointment of chief executive**

115. The chief executive shall be appointed by the board on such terms and conditions as the board shall determine. He/she shall continue to hold office at the discretion of the board. His/her duty will include being responsible for and acting as agent of the board and such other activities as the board may determine. The chief executive shall not be a charity trustee and shall be a non-voting member of the board and all committees.

### **Delegation to sub-committees**

116. 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.
117. 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.
118. When delegating powers under clauses 116 or 117, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
119. Any delegation of powers under clauses 116 or 117 may be revoked or altered by the board at any time.
120. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### **Formation of Local Branches**

121. The board shall have power to foster and approve the formation of local or special interest branches of the organisation on such terms and conditions and with such powers and responsibilities as the board shall determine. All local branches shall have the same objects as the organisation as set out in clause 4.

### **Operation of accounts**

122. Subject to clause 123, 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 organisation accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
123. Where the organisation uses electronic facilities for the operation of any bank or building organisation account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 122.

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

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

125. 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**

126. 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.
127. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

### **Alterations to the constitution**

128. This constitution may (subject to clause 129) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 55) or by way of a written resolution of the members.
129. 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**

130. References in this constitution to The Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 130.1. any statutory provision which adds to, modifies or replaces that Act; and
- 130.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 130.1 above.
131. In this constitution: -
- 131.1. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 131.2. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.