

The Constitution of

Linlithgow Amateur Musical Productions 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 shall be "Linlithgow Amateur Musical Productions", hereinafter referred to as 'LAMP'.

Purposes

4. The organisation's purposes are:
 - a. To foster and encourage interest in all facets of the Theatre and Dramatic Arts through the study, teaching, and public performance of plays and musicals.
 - b. To promote the development of public appreciation of said arts.
 - c. To support charitable institutions and community development as determined by the Charity Trustees.

Powers

5. The organisation has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. This includes, but is not limited to:
 - a. Holding performances and events.
 - b. Fundraising and accepting grants or donations.
 - c. Engaging volunteers, contractors or staff.
 - d. Acquiring and managing property or assets.
 - e. Corresponding with HMRC to ensure tax compliance and to claim any tax credits which may, from time to time, be available to the organisation
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.
7. Clause 6 does not prevent the organisation making any payment which is permitted under clauses 109 to 113 (remuneration and expenses).

Liability of members

8. 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.
9. The members and charity trustees have certain legal duties under the Scottish Charities Act; and clause 8 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

10. The structure of the organisation consists of:
 - a. the MEMBERS - who have the right to participate in members' meetings (including any annual members' meeting) and have important powers under the constitution; for example, the members elect people to serve on the board and take decisions on changes to the constitution itself;
 - b. 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.
11. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.
12. LAMP shall comprise two constituent performing companies of equal standing:
 - a. the Adult Theatre Company; and
 - b. the Children's Theatre Company.

Both companies are integral parts of LAMP and share equally in fulfilling its charitable purposes. While members of the Adult Theatre Company (aged 16 and over) hold voting rights in accordance with this constitution and the law, participants in the Children's Theatre Company (typically from Primary 5 up to Secondary 5, or equivalent) do not hold voting rights. This distinction does not diminish their standing within the organisation, and the charity trustees must ensure that the interests and contributions of both companies are recognised and supported in the governance and activities of LAMP.

MEMBERS

Types of membership

13. Membership is open to any individual supporting the organisation's purposes. Membership runs for one year, on dates to be determined by the charity trustees. The trustees must apply the same membership year consistently to all members and record this clearly in the register of members. There are three classes:
 - a. **Playing Member (aged 16+ on the day of the first main performance):**
 - i. Takes an active part in developing the objects of the organisation.
 - ii. May take part on stage in performances.

- iii. May attend and vote at the AGM, and be eligible to stand as a Charity Trustee or Office Bearer.
- b. **Non-Playing Member (aged 16+):**
 - i. Takes an active part in developing the objects of the organisation.
 - ii. May not take part on stage in performances.
 - iii. Available to Playing Members who wish to take a break from performing.
 - iv. Non-playing members may return to be a Playing Member within 2 years without re-applying or auditioning.
 - v. May attend and vote at the AGM, and be eligible to stand as a Charity Trustee or Office Bearer.
- c. **Off-Stage Member (aged 16+):**
 - i. Takes an active part in developing the objects of the organisation.
 - ii. May not take part on stage in performances.
 - iii. Participates in non-performance aspects of LAMP such as front-of-house, technical, production, or backstage roles.
 - iv. May attend and vote at the AGM, and be eligible to stand as a Charity Trustee or Office Bearer.

Qualifications for membership

- 14. Membership is open to any individual aged 16 or over who wishes to participate in the activities of the organisation.
- 15. The Board may restrict membership by way of auditions due to capacity constraints and, at its discretion, refuse to admit any person to membership.

Code of conduct for members

- 16. Each member shall comply with the code of conduct prescribed by the board from time to time.
- 17. Breach of this Code may result in suspension or expulsion of a member in accordance with the Membership provisions of this constitution.

Application for membership

- 18. Any person who wishes to become a member must submit an application for membership (in writing, via the organisation's website, or by email) the application will then be considered by the board at its next board meeting.
- 19. Those wishing to be a Playing Member may be required to participate in an audition to gain entry into the organisation. This is subject to capacity and is at the discretion of the Board.
- 20. The board may, at its discretion, refuse to admit any person to membership.
- 21. The board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.

Membership subscription

22. The charity trustees may require members to pay an annual membership subscription.
23. The amount of any membership subscription shall be determined by the charity trustees and must be approved by the members at a members meeting before it takes effect.
24. No membership subscription, or increase to an existing subscription, shall take effect unless and until it has been so approved.

Member Register

25. The board must keep a register of members, setting out:
 - a. for each current member:
 - i. their full name and address; and
 - ii. the date on which they were registered as a member of the organisation;
 - b. for each former member, for at least six years from the date on which they ceased to be a member:
 - i. their name; and
 - ii. the date on which they ceased to be a member.
26. The board must ensure that the register of members is updated within 28 days of any change:
 - a. which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - b. which is notified to the organisation.
27. 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

28. Any person who wants to withdraw from membership must submit a notice of withdrawal to the organisation (either in writing or by email); they will cease to be a member as from the time when the notice is received by the organisation. Any fees paid shall not be repayable.

Transfer of membership

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

Re-registration of members

30. The board may, at any time, issue notices to the members (either in writing or by email) 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.

31. If a member fails to provide confirmation to the board (in writing or by email) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 30, the board may expel them from membership.
32. A notice under clause 30 will not be valid unless it refers specifically to the consequences (under clause 31) of failing to provide confirmation within the 28-day period.

Suspension and expulsion of members

33. A member may be expelled from membership by resolution passed by not less than two-thirds of those members present and voting at a members' meeting, provided that the following procedures have been observed:
 - a. the member concerned must be given not less than 21 days' written notice of the intention to propose the resolution, specifying the grounds for the proposed expulsion; and
 - b. the member concerned must be given the opportunity to be heard, either orally or in writing, at the members' meeting at which the resolution is proposed.
34. Without prejudice to the above, the charity trustees may, by majority decision, suspend or expel any member whose conduct is considered to be contrary to the interests of the organisation, in breach of the Code of Conduct, or otherwise likely to bring LAMP into disrepute.
35. The charity trustees may suspend a member on an interim basis where they consider it necessary to protect the organisation, its members, or its reputation while a matter is being considered.
36. Before any final decision to suspend or expel a member is taken by the charity trustees, the member must be given:
 - a. not less than 21 days' written notice of the allegations
 - b. the opportunity to be heard, either orally or in writing, at the Board meeting at which the resolution is proposed.
37. Any decision by the charity trustees to expel a member must be confirmed in writing.
38. A member who has been suspended or expelled by the charity trustees may appeal in writing to the trustees within 14 days of notification. The trustees must reconsider the matter at their next scheduled meeting, and their decision shall be final.

Termination of membership

39. Membership of the organisation will terminate on death.

Non-Member Participants

40. The Board may, on behalf of the organisation and at its discretion, engage with individuals who are not members of the SCIO and therefore do not hold voting rights. These may include:
 - a. Friends of LAMP – supporters who share the objects of the charity and may provide financial or voluntary assistance.
 - b. Parents/guardians who choose not to become members may volunteer in line

with safeguarding requirements.

- c. Other Supporters – individuals who contribute to the work of the organisation in a voluntary or informal capacity.

Non-member participants are not considered members under this constitution and have no voting rights. However, the charity trustees may grant them specific benefits or recognition, such as access to social events or early ticket sales.

Reasonable limits and safeguarding

- 41. The charity trustees may set reasonable criteria or limits on Membership and Participants to manage capacity, uphold effective governance and safeguarding, and ensure the organisation's purposes are furthered. Any such criteria must be applied fairly and transparently.

DECISION MAKING BY THE MEMBERS

Members' meetings

- 42. The board must arrange a meeting of members (an annual members' meeting or "AGM") in each calendar year. Business includes:
 - a. A report by the President on the activities of the organisation
 - b. Consideration and approval of the annual accounts of the organisation
 - c. The election/re-election of charity trustees
 - d. Approval of any proposed membership subscription or changes to membership subscriptions
- 43. The gap between one AGM and the next must not be longer than 15 months.
- 44. Notwithstanding clause 42, 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.
- 45. The board may arrange a special members' meeting at any time.

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

- 46. The board must arrange a special members' meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
 - a. the notice states the purposes for which the meeting is to be held; and
 - b. those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act or any other statutory provision.
- 47. A notice under clause 46 may take the form of:
 - a. two or more documents in the same terms, each signed by one or more members; and/or
 - b. a number of emails, each issued by a member;

and the board will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 5% threshold referred to in clause 46.

48. If the board receive a notice under clause 46, 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

49. At least 21 clear days' notice must be given of any AGM and 14 clear days' notice given of any special members' meeting.
50. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
 - a. in the case of any resolution falling within clause 69 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 - b. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
51. The reference to "clear days" in clause 49 shall be taken to mean that, in calculating the period of notice:
 - a. the day after the notices are posted (or sent by email) should be excluded; and
 - b. the day of the meeting itself should also be excluded.
52. 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 or charity trustees will not invalidate the proceedings at the meeting.
53. Any notice which requires to be given to a member under this constitution must be:
 - a. sent by post to the member, at the address last notified by them to the organisation; or
 - b. sent by email to the member, at the email address last notified by them to the organisation.
54. If members and charity trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 58), the notice must:
 - a. set out details of how to connect and participate via that link or links; and
 - b. (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - i. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - ii. appointing the secretary of the meeting as proxy, and directing the secretary on how they should use that proxy vote in relation to each resolution to be proposed at the meeting (see clause 76)
 - iii. (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - iv. (where clause 55 applies) submitting questions and/or comments in advance of the meeting

55. Where a members' meeting is to involve participation solely via audio and/or audio-visual link(s), the notice must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 56) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
56. Where clause 55 applies, the chairperson of a members' meeting will not be required to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at members' meetings

57. Meetings of members and meetings of the charity trustees should, wherever reasonably practicable, be held in person.
58. The board may, at their discretion (and must, if this is required under clause 59) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
 - a. the means by which members and 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 membership - a barrier to participation;
 - b. the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 54; and
 - c. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and 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 members and charity trustees (if any) who are attending in person (and vice versa).
59. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and charity trustees to participate in that members' 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 the requirements set out in paragraphs (a) to (c) of clause 58 will apply.
60. A members' meeting may involve two or more members or charity trustees participating via attendance in person while other members and/or charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
61. The quorum for a members' meeting is 20% of the total voting membership, present in person.
62. Proxy votes do not count towards a quorum.
63. An individual participating in a members' meeting via an audio or audio-visual link, which allows them to hear and contribute to discussions at the meeting, will be deemed to be present in person at the meeting.
64. 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.

65. The President of the organisation should act as chairperson of each member's meeting.
66. If the President 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

67. Every member has one vote, which must be given personally (subject to clause 72).
68. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 69.
69. The following resolutions will be valid only if passed at a members' meeting where at least 51% of members are present, and at least two-thirds of those present and voting are in favour of the change (or if passed by way of a written resolution under clause 78):
 - a. a resolution amending the constitution;
 - b. a resolution expelling a person from membership under clause 33;
 - c. a resolution removing a person from office as a charity trustee under paragraph (h) of clause 94;
 - d. a resolution directing the board to take any particular step (or directing the board not to take any particular step) under clause 104;
 - e. 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);
 - f. 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);
 - g. a resolution for the winding up or dissolution of the organisation.
70. 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.
71. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
72. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any 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 - and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
73. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
74. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods

referred to in clause 72, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

75. The principles set out in clauses 72 and 74 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member.

Proxy voting

76. Any voting member unable to attend a members' meeting may submit a proxy vote by email to the LAMP Secretary (or other office bearing trustee in the Secretary's absence). Such proxy votes must:

- a. be in writing and sent by the member personally from the email address held by the organisation for them;
- b. clearly state the resolution(s) being voted on and the member's voting intention;
- c. be received by the Secretary (or other office bearing trustee in the Secretary's absence) no later than 24 hours before the scheduled start of the meeting.

Proxy votes submitted in this way shall be counted in the vote tally.

Technical objections to remote participation in members' meetings

77. This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

- a. a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
- b. the members' meeting need not be held in any particular place;
- c. the members' 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 members' 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 member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

78. A resolution agreed to in writing (or by email) 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 of members' meetings

79. The board must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 78.
80. Minutes of members' meetings must record the names of those present and must be submitted for approval at the next members' meeting. Approval of the minutes shall be by proposal and seconding, and the minutes shall be accepted as a true record once approved.
81. The records of resolutions kept under clause 79 must include confirmation that all members agreed to the resolution.
82. The board shall make available copies of the minutes and records of resolutions referred to in clause 79 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 143.

THE BOARD

Number of charity trustees

83. The maximum number of charity trustees is 12; out of that no more than 3 shall be charity trustees who were co-opted by the board under the provisions of clause 91.
84. The minimum number of charity trustees is 3
85. So far as reasonably practicable, the Board must include a mix of individuals whose primary involvement is with the Adult Theatre Company and individuals whose primary involvement is with the Children's Theatre Company.

Eligibility

86. To be eligible for election to the board, a person;
 - a. Must be 16 or over
 - b. Must be a full voting member of the organisation
 - c. Must not be disqualified from being a charity trustee under the Scottish Charities Act.

Initial charity trustees

87. The individuals who, immediately prior to incorporation, were members of the management committee and who had been approved by the members at a members' meeting shall be deemed to have been appointed as charity trustees with effect from the date of incorporation, subject to eligibility under clause 86.

Election, retiral, re-election

88. At each AGM, or at any other members' meeting (which is quorate in accordance with clause 61), the members may elect any member (subject to clause 83 and provided they are not debarred under clause 86) to be a charity trustee.

89. At each AGM, all of the charity trustees elected/appointed under clause 88 (and, in the case of the first AGM, those deemed to have been appointed by the members under clause 87) shall retire from office – but shall then be eligible for re-election under clause 88.
90. A charity trustee will be deemed retired if:
 - a. They advise the board prior to the conclusion of the AGM that they do not wish to be reappointed as a charity trustee; or
 - b. An election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted charity trustees

91. The board may at any time appoint any member of the organisation to be a co-opted charity trustee (subject to clause 83, and providing they are eligible under clause 86).
92. Where a person who is not already a member of the organisation is to be co-opted as a charity trustee, they must become a member of the organisation prior to their appointment.
93. At each AGM, all of the co-opted charity trustees appointed under clause 91 shall retire from office – but shall then be eligible for re-appointment by the board under clauses 88 or 91.

Termination of office

94. A charity trustee will automatically cease to hold office if:
 - a. they become disqualified from being a charity trustee under the Scottish Charities Act;
 - 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. (in the case of a charity trustee elected/appointed under clauses 88 to 90, or deemed to have been appointed by the members under clause 87) they cease to be a member of the organisation;
 - d. they give the organisation a notice of resignation (either in writing or by email);
 - e. they are absent (without good reason, in the opinion of the board) from more than three consecutive board meetings - but only if the board resolve 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 serious breach of the code of conduct for charity trustees (as referred to in clause 114 and 115);
 - 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 Scottish Charities Act; or
 - h. they are removed from office by a resolution of the members passed at a members' meeting.
95. A resolution under paragraph (f), (g) or (h) of clause 94 shall be valid only if:
 - a. the charity trustee concerned is given reasonable prior notice (in writing or by email) 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;

- c. (in the case of a resolution under paragraph (f) or (g)) at least two-thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution; and
- d. (in the case of a resolution under paragraph (h)) at least two-thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of charity trustees

96. 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.

97. 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 a resolution passed by the members of the organisation; or
- b. which is notified to the organisation.
- c. 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.

Office-bearers

98. The charity trustees must elect (from among themselves) a President, a Treasurer and a Secretary.

99. In addition to the office-bearers required under clause 98, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

100. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the board (after the AGM) under clause 98 or 99.

101. 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 (either in writing or by email).

Powers of board

102. Except where this constitution states otherwise:
 - a. the organisation (and its assets and operations) will be managed by the board; and
 - b. the board may exercise all the powers of the organisation.
103. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
104. The members may, by way of a resolution passed in compliance with clause 69 (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

105. 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 Scottish Charities Act.
106. In addition to the duties outlined in clause 105, 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 charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.

Conflicts of interest involving charity trustees - general

107. The board must use every effort to ensure that conflicts of interest involving charity trustees (including those which relate to individuals or bodies connected with charity trustees) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
 - a. clauses 108 and 111 require charity trustees to declare any personal interest which they may have in any transaction or other arrangement with the organisation;

- b. clause 132 prohibits a charity trustee with a personal interest in a proposed arrangement from voting on the question of whether the organisation should enter into that arrangement;
- c. clause 110 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a charity trustee (or where the charity trustee might benefit from remuneration paid to a connected party).

108. In addition to complying with the provisions referred to in clause 107:

- a. the board must maintain a register of charity trustees' interests;
- b. the chairperson of each board meeting must invite declarations of interest, shortly after the start of the meeting;
- c. the minutes of each board meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

109. No charity trustee may be employed or given any remuneration by the organisation for carrying out their duties as a charity trustee.

110. Where a charity trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services:

- a. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- b. the board must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount); and
- c. less than half of the charity trustees must be receiving remuneration from the organisation (or benefit from remuneration of that nature).

111. 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 where that is not prohibited under clause 109 or 110; and (subject to clause 110 and to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.

112. The organisation may also enter into an arrangement with a member who is not a charity trustee (or with a person or body connected with a member who is not a charity trustee) under which that member (or the connected person or body) receives payment for goods or services provided by them to the organisation, but only if:

- a. the terms and conditions (including the amount of the payment(s)) are at least as good (from the organisation's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
- b. the board are satisfied, after careful consideration, that the arrangement is in the best interests of the organisation;

and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the organisation or makes a loan to the organisation.

113. The charity trustees may be paid expenses reasonably incurred by them in connection with carrying out their duties in line with an Expenses Policy agreed by the Board.

Code of conduct for charity trustees

114. 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.

115. The code of conduct referred to in clause 114 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 Scottish Charities Act; 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

116. Any charity trustee may call a meeting of the board or may ask the secretary to call a meeting of the board.

117. 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.

118. 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

119. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 trustees or one-third of the total number of trustees, whichever is greater, present in person.

120. An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting 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.

121. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 119, 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.

122. The President of the organisation should act as chairperson of each board meeting.

123. If the President 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.
124. Every charity trustee has one vote, which must be given personally (subject to clause 130).
125. All decisions at board meetings will be made by majority vote.
126. 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.
127. The board may, if they consider appropriate (and must, if this is required under clause 128), allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, 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).
128. 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); and on the basis that:
 - a. the requirements set out in paragraphs (a) and (b) of clause 127 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.
129. 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.
130. Where a charity trustee or charity trustees are participating in a board meeting via an audio or audio-visual link, they may cast their vote on any 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.
131. 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.
132. 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.
133. For the purposes of clause 132:
 - a. an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Scottish Charities Act (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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

Technical objections to remote participation in board meetings

134. The principles set out in clause 77 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that clause to a member were a reference to a charity trustee and each reference in that clause to a members' meeting were a reference to a board meeting.

Board resolutions agreed in writing or by email

135. A resolution agreed to in writing by a majority of the charity trustees then in office shall (subject to clauses 136 and 137) be as valid as if duly passed at a board meeting. For the purposes of this clause, "in writing" includes email and other forms of electronic communication which are capable of being retained and reproduced in written form.

136. A proposed written resolution under clause 135 must be circulated to all of the charity trustees, together with a cut-off time (which must be reasonable in the circumstances) by which trustees must notify their agreement or otherwise.

137. Any resolution agreed under clause 135 must be recorded as an addendum to the minutes of the next board meeting and retained with the organisation's records.

138. If a resolution is circulated to the charity trustees under clause 136, 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:

- 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 135 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 email) by a majority of the charity trustees then in office.

Minutes of board meetings

139. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the charity trustees under clause 135.

140. The minutes to be kept under clause 139 must include the names of those present; and must be submitted for approval at the next board meeting. Approval of the minutes shall be by proposal and seconding, and the minutes shall be accepted as a true record once approved.

141. The records of resolutions kept under clause 139 must include the names of those charity trustees who agreed to the resolution (as well as the names of any charity trustees who stated that they disagreed with the resolution).
142. The board shall (subject to clause 143) make available copies of the minutes and records of resolutions referred to in clause 139 to any member of the public requesting them.
143. The board may exclude from any copy minutes, or records of resolutions, made available to a member of the public under clause 142 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

144. 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.
145. The board may also delegate to the President of the organisation (or another office-bearer) such of their powers as they may consider appropriate.
146. When delegating powers under clause 144 or 145, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
147. Any delegation of powers under clause 144 or 145 may be revoked or altered by the board at any time.
148. 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

149. Two authorised signatories, at least one of whom must be a charity trustee, are required to authorise all financial transactions on behalf of the organisation.
150. The board should ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation's bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

151. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
152. The board must prepare annual accounts, complying with all relevant statutory requirements; and
 - a. 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;

- b. if an audit is not carried out, the board must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

153. The annual accounts, whether audited or independently examined, must be submitted to the AGM for approval.

Data Protection

154. The organisation must comply with all applicable data protection legislation, including the UK General Data Protection Regulation and the Data Protection Act 2018.

155. The charity trustees are responsible for ensuring that appropriate policies and procedures are in place to protect personal data and to uphold the rights of individuals.

MISCELLANEOUS

Winding-up

156. 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 Scottish Charities Act.

157. 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; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.

Alterations to the Constitution

158. This constitution may (subject to clause 159) be altered by resolution of the members passed at a members' meeting (subject to clause 69) or by way of a written resolution of the members.

159. The Scottish Charities Act 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

160. References in this constitution to the Scottish Charities Act 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.

161. In this constitution:

- a. "Scottish Charities Act" means (subject to clause 160) the Charities and Trustee Investment (Scotland) Act 2005;

- b. “charitable purpose” means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.