

# CONSTITUTION

of

**The Helensburgh Community Woodlands Group**

**Scottish Charitable Incorporated Organisation (SCIO)**

**Adopted at Special General Meeting on 24 June 2013 and as subsequently revised at Annual General Meetings on 5 Sept 2016 and 18 February 2019.**

**Revised 18<sup>th</sup> June 2019. Revised 15<sup>th</sup> August 2019**

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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 the 'Helensburgh Community Woodlands Group' (The Group).

### Definition of community

- 4 The Group has been formed to benefit the community of West Helensburgh as defined by the list of postcode units set out in Annex A ("**the Community**"), with the purposes listed in Clause 5 ("**the Purposes**"), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs).

### Purposes

- 5 The Group's main purpose is consistent with furthering the achievement of sustainable development. Its specific purposes are, for the public benefit, to defend, restore, conserve and acquire rights of positive and active community woodland management in the designated district, and in particular to further these aims by:
  - 5.1 undertaking practical conservation work;
  - 5.2 promoting responsible access;
  - 5.3 promoting the need for biodiversity conservation through such means as interpretation boards, natural history leaflets, newsletters and organising wildlife activities for local schools or groups in the designated district;
  - 5.4 advising and assisting in the management of existing woodlands and investigating and promoting proposed woodlands;
  - 5.5 expressing views and, when appropriate, making representations about proposed developments which may affect local woodlands, or potential local woodlands, and liaising with the local authority or any other relevant body;
  - 5.6 informing the public and interested parties of the matters associated with the Group's activities and local woodland issues within the designated district;
  - 5.7 promoting the training of volunteers and involving and enthusing the general public in the principles / practices of woodland conservation;
  - 5.8 encouraging the active involvement of the local community to promote the aims of the group;

- 5.9 ensuring effective implementation of the Group's aims through developing local partnerships with local authorities, local residents, other 'bona-fide' groups with common interests, and other conservation groups; and
- 5.10 raising money in the furtherance of these aims.

### **Powers**

- 6 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. The organisation is specifically empowered to exercise the right to buy land under Part 2 and Part 3A of the Land Reform (Scotland) Act 2003 and Part 5 of the Land Reform (Scotland) Act 2016.
- 7 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**

- 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 Charities and Trustee Investment (Scotland) Act 2005; 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:
  - 10.1 the **LOCAL COMMUNITY MEMBERS** - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members take decisions on changes to the constitution itself and appoint people to serve on the board;
  - 10.2 the **GENERAL MEMBERS** and the **JUNIOR MEMBERS**;
  - 10.3 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.
  - 10.4 The people serving on the board are referred to in this constitution as **CHARITY TRUSTEES**. Charity trustees may either be **ELECTED** under Clause 55 or **APPOINTED** under Clause 56.
- 11
  - 11.1 The organisation shall have no fewer than 10 members at any time;
  - 11.2 At least three quarters of the members of the organisation shall be members of the community.

## MEMBERS

### Qualifications for, and types of, membership

- 12 Membership is open to
- 12.1 Any person aged 16 or over who supports the purposes of the Group and is resident in the Community and entitled to vote at a local government election in a polling district that includes the Community or part of it. Such persons may apply for **LOCAL COMMUNITY MEMBERSHIP**;
  - 12.2 Any person aged 16 or over who supports the purposes of the Group but who is not resident in the Community. Such persons may apply for **GENERAL MEMBERSHIP**. General members do not carry voting rights or any other of the rights and responsibilities of local community members as set out in this constitution, but otherwise shall be entitled to participate in all activities undertaken in fulfilment of the Group's purposes;
  - 12.3 Any person under the age of 16 who supports the purposes of the Group. Such persons may apply for **JUNIOR MEMBERSHIP**. Junior members do not carry voting rights or any other of the rights and responsibilities of local community members as set out in this constitution, but otherwise shall be entitled to participate in all activities undertaken in fulfilment of the Group's purposes;
  - 12.4 On the adoption of the constitutional change giving effect to these membership types, existing members shall be automatically assigned to whichever of the three types is appropriate to their circumstances.

### Application for membership

- 13 13. Anyone who is over the age of 16 and is resident in the defined local community is eligible for membership. Any person who wishes to become a member must sign a written application for membership; the application will then be confirmed by the board at its next board meeting.
- 13.1 In the case of applications for general or junior membership, confirmation of the application will be dependent upon meeting the requirement in Clause 11.1 that at least 75% of the total membership shall consist of local community members.
- 14 For the avoidance of doubt, when deciding whether to admit any individual or organisation to membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.
- 15 The board must notify each applicant promptly (in writing by letter or by e-mail) of its decision on whether or not to admit him/her to membership.

## **Membership subscription**

- 16 An annual membership subscription will be payable, at an annual rate agreed by the Board and reported to the AGM.

## **Register of members**

- 17 The board must keep a register of members, setting out
- 17.1 for each current member:
    - 17.1.1 his/her name and address, membership type; and
    - 17.1.2 the date on which he/she was registered as a member of the organisation.
  - 17.2 for each former member - for at least six years from the date on which he/she ceased to be a member:
    - 17.2.1 his/her name and address, membership type; and
    - 17.2.2 the date on which he/she ceased to be a member.
- 18 The board must ensure that the register of members is updated within 28 days of any change:
- 18.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 18.2 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 him/her 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 him/her; he/she will cease to be a member as from the time when the notice is received by the organisation. Members who fail to pay requested subscriptions within three months of the due date will be deemed to have withdrawn their membership, subject to having received one written reminder.

## **Transfer of membership**

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

## **Expulsion from membership**

- 22 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:-

- 22.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 22.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

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

### **Members' meetings**

- 23 The board must arrange a meeting of members (an annual general meeting or 'AGM') in each calendar year.
- 24 The gap between one AGM and the next must not be longer than 15 months.
- 25 Notwithstanding clause 25, 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.
- 26 The business of each AGM must include:-
  - 26.1 a report by the convenor on the activities of the organisation;
  - 26.2 consideration of the annual accounts of the organisation;
  - 26.3 the election/re-election of charity trustees, as referred to in clauses 55 to 58;
  - 26.4 notification of the amount payable for the annual subscription.
- 27 The board may arrange a special general meeting at any time.

### **Power to request the board to arrange a special general meeting**

- 28 The board must arrange a special general 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 20% or more of the total membership of the organisation at the time, providing:
  - 28.1 the notice states the purposes for which the meeting is to be held; and
  - 28.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 29 If the board receive a notice under clause 29, 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**

- 30 At least 14 clear days' notice must be given of any AGM or any special general meeting.
- 31 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- 31.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 31.2 in the case of any other resolution falling within clause 42 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 32 The reference to 'clear days' in clause 31 shall be taken to mean that, in calculating the period of notice,
  - 32.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 32.2 the day of the meeting itself should also be excluded.
- 33 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.
- 34 Any notice which requires to be given to a member under this constitution must be: -
  - 34.1 sent by post to the member, at the address last notified by him/her to the organisation; or
  - 34.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

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

- 35 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 36 The quorum for a members' meeting shall be eight local community members or 10% of the total local community membership, whichever is greater.
- 37 No business shall be dealt with at any members' meeting unless a quorum is present. In that case, fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 38 The convenor of the organisation should chair each members' meeting.
- 39 If the convenor of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will chair that meeting, who must be a local community member.

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

- 40 Every local community member has one vote, which may be given on a show of hands or on a secret ballot. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 42.
- 41 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 46):
  - 41.1 a resolution amending the constitution;

- 41.2 a resolution expelling a person from membership under clause 23;
  - 41.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 41.4 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);
  - 41.5 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);
  - 41.6 a resolution for the winding up or dissolution of the organisation.
- 42 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 43 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chair (or at least two members present at the meeting and entitled to vote) ask for a secret ballot.
- 44 The chair will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

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

- 45 A resolution agreed to in writing (or by e-mail) by all local community 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**

- 46 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 47 Minutes of members' meetings must include the names of those present, so far as possible, and should be signed by the chair of the meeting.
- 48 The board shall make available copies of the minutes referred to in clause 47 to any member of the public requesting them; and shall do so within 28 days of the receipt of such a request, but on the basis that the board may exclude confidential material to the extent permitted under clause 93. Where any material is withheld, the board shall inform the person requesting a copy of the minutes of its reasons for doing so.

#### **BOARD**

##### **Number of charity trustees**

- 49 The maximum number of charity trustees is ten.
- 50 The minimum number of charity trustees is four.

##### **Eligibility**

- 51 A person will not be eligible for election to the board unless he/she is a local community member of the organisation.

- 52 A person will not be eligible for election or appointment to the board if he/she is: -
- 52.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 52.2 an employee of the organisation.

### **Initial charity trustees**

- 53 The individuals who were members of the Committee of the Helensburgh Community Woodlands Group at the moment of its conversion to a SCIO 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**

- 54 At each AGM, the members may elect any local community member (unless he/she is debarred from membership under clause 53) to be an **ELECTED CHARITY TRUSTEE**. No more than eight trustees shall be elected in this way. If the number of candidates for election exceeds this number, a secret ballot shall be held using the single transferable vote method.
- 55 The board may at any time appoint any member (unless he/she is debarred from membership under clause 53) to be an **APPOINTED CHARITY TRUSTEE**, provided this does not result in the number of charity trustees exceeding the maximum number allowed under clause 50 and provided the majority of trustees are local community members. The board shall use its best endeavours to ensure that at least one trustee is appointed who is a general or junior member.
- 56 At each AGM, all of the charity trustees must retire from office.
- 57 A charity trustee retiring at an AGM is eligible for re-election.

### **Termination of office**

- 58 A charity trustee will automatically cease to hold office if:
- 58.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 58.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 58.3 he/she ceases to be a member of the organisation;
  - 58.4 he/she becomes an employee of the organisation;
  - 58.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 58.6 he/she is 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 him/her from office;
  - 58.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 76);

- 58.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 58.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 59 A resolution under paragraph 59.7, 59.8 or 59.9 shall be valid only if: -
- 59.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 59.2 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
  - 59.3 (in the case of a resolution under paragraph 59.7 or 59.8) 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**

- 60 The board must keep a register of charity trustees, setting out
- 60.1 for each current charity trustee:
    - 60.1.1 his/her name and address, and membership type;
    - 60.1.2 the date on which he/she was appointed as a charity trustee; and
    - 60.1.3 any office held by him/her in the organisation.
  - 60.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 60.2.1 the name of the charity trustee, and membership type;
    - 60.2.2 any office held by him/her in the organisation; and
    - 60.2.3 the date on which he/she ceased to be a charity trustee.
- 61 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 61.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 61.2 which is notified to the organisation.
- 62 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her 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**

- 63 The charity trustees must elect (from among themselves) a convenor, who must be a local community member.
- 64 In addition to the convenor, the charity trustees may elect (from among themselves) such further office-bearers as they consider appropriate.
- 65 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clauses 64 or 65.
- 66 A person elected to any office will automatically cease to hold that office: -
- 66.1 if he/she ceases to be a charity trustee; or
  - 66.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

### **Powers of board**

- 67 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.
- 68 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 69 The members may, by way of a resolution passed in compliance with clause 42 (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**

- 70 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:
- 70.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 70.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 70.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 70.3.1 put the interests of the organisation before that of the other party;
    - 70.3.2 where any other duty prevents him/her 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;
  - 70.4 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.
- 71 In addition to the duties outlined in clause 71, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- 71.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 71.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 72 Provided he/she has declared his/her interest - and has 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 he/she has a personal interest; and (subject to clause 74 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 73 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
- 74 The charity trustees may be paid all 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**

- 75 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.
- 76 The code of conduct referred to in clause 76 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**

- 77 Any charity trustee may call a meeting of the board or ask the convenor to call a meeting of the board.
- 78 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**

- 79 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% of those charity trustees who are local community members, present in person.
- 80 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 80, 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.
- 81 The convenor of the organisation should chair each board meeting.

- 82 If the convenor is not present within 15 minutes after the time at which the meeting was due to start (or is unable to attend or unwilling to chair the meeting), the charity trustees present at the meeting must elect (from among themselves) the person who will chair that meeting, who must be a local community member.
- 83 Every charity trustee has one vote, which must be given personally.
- 84 All decisions at board meetings will be made by majority vote.
- 85 If there is an equal number of votes for and against any resolution, the person chairing the meeting will be entitled to a second (casting) vote.
- 86 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 87 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 88 For the purposes of clause 88: -
- 88.1 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;
- 88.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 89 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 90 The minutes to be kept under clause 90 must include the names of those present (so far as possible); and should be signed by the chair of the meeting.
- 91 The board shall (subject to clause 93) make available copies of the minutes referred to in clause 90 to any member of the public requesting them, and shall do so within 28 days of the receipt of such a request.
- 92 The board may exclude from any copy minutes made available to a member of the public under clause 93 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. In that case, the board shall inform the person requesting a copy of the minutes of its reasons for withholding material.

## **ADMINISTRATION**

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

- 93 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.
- 94 The board may also delegate to the convenor of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 95 When delegating powers under clause 94 or 95, the board must include an obligation to report regularly to the board and may set out whatever further conditions it deems appropriate.
- 96 Any delegation of powers under clause 94 or 95 may be revoked or altered by the board at any time.
- 97 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**

- 98 Subject to clause 100, the signatures of two out of not less than three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 99 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 99.

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

- 100 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 101 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 suitably qualified person.
- 102 The income and property of the organisation shall be applied solely towards promoting the purposes and do not belong to the members. Any surplus income or assets of the organisation are to be applied for the benefit of the Community.

## **MISCELLANEOUS**

### **103 Suspension of operations**

The organisation shall not operate if the total number of local community members falls below 10 or if the proportion of local community members falls below three quarters of the total membership. In that case, the Board may conduct no business, other than to ensure the admission of sufficient members to achieve the minimum number and/or minimum proportion of local community members.

### **Winding-up**

- 104 The winding-up of the organisation may take place only on the decision of not less than 75% of its local community members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
- 105 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.
- 106 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for the benefit of the community area and 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**

- 107 This constitution may (subject to clause 106) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 42) or by way of a written resolution of the members.
- 108 The organisation shall notify the Scottish Ministers of any constitutional changes, through the Scottish Government Rural Directorate (or its successors), if so required under Section 35(1) of the Land Reform Act (Scotland) Act 2003
- 109 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**

- 110 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 110.1 any statutory provision which adds to, modifies or replaces that Act; and
- 110.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 110.1 above.
- 111 In this constitution:
- 111.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- 111.2 "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.

## ANNEX A: DEFINITION OF COMMUNITY

For the purposes of Clause 4, the following postcode units define the community:

G84 8PS	Ardencaple Drive	
G84 8PT	Ardencaple Drive	
G84 8DR	Ardencaple Quadrant	
G84 8DW	Baird Avenue	
G84 8DF	Bannachra Drive	
G84 9RD	Barclay Drive	
G84 9RB	Barclay Drive	
G84 9RA	Barclay Drive	
G84 8HD	Bonar Law Avenue	
G84 8PW	Cairndhu Avenue	
G84 8PP	Cairndhu Avenue	
G84 8PG	Cairndhu Gardens	
G84 8PU	Castle Avenue	
G84 8PX	Castle Avenue	
G84 8AZ	Castle Wood Court	
G84 8TL	Coulport Place	G84 8EP Courtrai Avenue
G84 8DU	Cove Place	
G84 8QE	Cumberland Avenue	
G84 8QF	Cumberland Avenue	
G84 8QG	Cumberland Avenue	
G84 8QQ	Cumberland Avenue	
G84 8JP	Dalmore Crescent	
G84 8FS	Duchess Court	
G84 9PR	Duchess Drive	
G84 9PY	Duchess Park	
G84 9QP	Edward Drive	
G84 9QR	Edward Drive	
G84 8QL	Empress Drive	
G84 8QN	Empress Drive	
G84 8HB	Ferniegair Avenue	
G84 8QP	Fraser Avenue	
G84 8JU	Glenoran Road	
G84 8JY	Glenoran Road	
G84 8DS	Hood Court	
G84 8TH	Kathleen Park	
G84 8QA	Kidston Drive	
G84 8QB	Kidston Drive	
G84 8SF	Kidston Drive	
G84 8PY	Loch Drive	
G84 8PZ	Loch Drive	
G84 9PG	Lower Sutherland Crescent	
G84 9QX	Macleod Crescent	
G84 9PS	Macleod Drive	
G84 9QS	Macleod Drive	
G84 9QT	Macleod Drive	
G84 9QU	Macleod Drive	
G84 8QW	Mains Avenue	
G84 8PR	McAulay Place	
G84 9PJ	Millig Street	
G84 9PN	Millig Street	
G84 9QY	Paterson Drive	
G84 9PT	Queen Street	

G84 9PU	Queen Street
G84 9PX	Queen Street
G84 8JR	Rhu Road Higher
G84 8JS	Rhu Road Higher
G84 8JZ	Rhu Road Higher
G84 8QH	Rhu Road Higher
G84 8QJ	Rhu Road Higher
G84 8YJ	Rhu Road Higher
G84 8PL	Rhu Road Lower
G84 8QD	Rhu Road Lower
G84 8DP	Rosneath Drive
G84 9PP	Rowallan Street
G84 9PW	Strathclyde Court
G84 8DN	Strathclyde Place
G84 8DE	Suffolk Street
G84 8EH	Suffolk Street
G84 8EJ	Suffolk Street
G84 8YL	Suffolk Street
G84 9PA	Suffolk Street
G84 9PB	Suffolk Street
G84 9PD	Suffolk Street
G84 9QZ	Suffolk Street
G84 8BF	Sutherland Place
G84 8EN	Sutherland Street
G84 8EW	Sutherland Street
G84 8FA	Templeton Way
G84 9PQ	Upper Sutherland Crescent
G84 9PH	Upper Sutherland Street
G84 8DD	West Argyle Street
G84 8ET	West Clyde Street
G84 8EU	West Clyde Street
G84 8DH	West King Street
G84 8DJ	West King Street
G84 8DL	West King Street
G84 8DQ	West King Street
G84 8DT	West King Street
G84 8EQ	West King Street
G84 8QR	West King Street
G84 9PF	West Montrose Street
G84 8EY	West Princes Street
G84 8EZ	West Princes Street
G84 8HA	West Princes Street
G84 8DG	Woodend Street
G84 8DX	Woodend Street
G84 8YN	Woodend Street
G84 8JX	Countryside north of settlement
G84 9QG	Countryside north of settlement