

**CONSTITUTION**  
**of**  
**AIRD COMMUNITY TRUST**

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## **GENERAL**

### **Type of organisation**

- 1 The organisation is 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 “Aird Community Trust” (hereinafter called “the Trust”).

### **Purposes**

- 4 The Trust’s purposes are to improve the conditions of life of the residents of Kirkhill and Bunchrew Community Council area, Cabrich and Clunes (hereinafter called “the Area”) by providing for:
  - 4.1 The prevention or relief of poverty;
  - 4.2 The advancement of education;
  - 4.3 The advancement of health;
  - 4.4 The advancement of citizenship or community development;
  - 4.5 The advancement of the arts, heritage, culture or science;
  - 4.6 The advancement of public participation in sport;
  - 4.7 The provision of recreational facilities, or the organisation of recreational activities;
  - 4.8 The advancement of environmental protection or improvement;
  - 4.9 The relief of those in need;
  - 4.10 Any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.

## **Powers**

- 5 The Trust has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 The income and property of the Trust shall be applied solely towards promoting the Trust's purposes as set out in clause 4.
- 7 No part of the income or property of the Trust may be paid or transferred (directly or indirectly) to the members - either in the course of the Trust's existence or on dissolution - except where this is done in direct furtherance of the Trust's charitable purposes.

## **Liability of members**

- 8 The members of the Trust have no liability to pay any sums to help to meet the debts (or other liabilities) of the Trust if it is wound up; accordingly, if the Trust 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 Trust consists of: -
  - 10.1 the 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 elect people to serve on the board, and take decisions on changes to the constitution itself (hereinafter referred to as the "voting members");

- 10.2 The ASSOCIATE MEMBERS – who do not qualify as members under clause 11 because their main residence is outside the Area. Associate members have a right to attend and contribute to Members’ meetings but are not entitled to participate in decision making (hereinafter referred to as “associate members”); and
- 10.3 the CHARITY TRUSTEES (hereinafter collectively referred to as “the Board”) - who hold regular meetings, and generally control the activities of the Trust.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to any individual aged 16 or over and, in the case of voting members, whose main residence (at least 6 months each year) is in the Area.
- 12 Employees of the Trust are not eligible for membership. A person admitted to membership shall automatically cease to be a member if they become an employee of the Trust.

### **Application for membership**

- 13 Any person who wishes to become a member must apply for membership in such form as the Board require.
- 14 An application for membership will be determined by the Board at its next meeting.
- 15 The Board shall be entitled at their discretion to refuse to admit any person to membership, even if they are qualified for membership under clause 11 and are not debarred from membership by clause 12.

- 16 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether to admit them to membership.
- 17 An applicant for membership who has been refused by the Board has a right of appeal to a members' meeting which may overturn the Board's decision by a majority vote. The applicant should receive notification of the meeting as if they were a member and should be given the opportunity to address the meeting regarding their application.

### **Membership subscription**

- 18 The Board, at its discretion, may introduce a membership charge.

### **Register of members**

- 19 The Board must keep a register of members, setting out
  - 19.1 for each current member:
    - 19.1.1 their full name and address (including email if available);  
and
    - 19.1.2 the date on which they were first registered as a member of the Trust.
  - 19.2 for each former member - for at least six years from the date on they cease to be a member:
    - 19.2.1 their name; and
    - 19.2.2 the date on which they ceased to be a member.
- 20 The Board must ensure that the register of members is updated within 28 days of any change:
  - 20.1 which arises from a resolution of the Board or a resolution passed by the members of the Trust; or

20.2 which is notified to the Trust.

- 21 If a member or charity trustee 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**

- 22 Any person who wants to withdraw from membership must give notice of withdrawal to the Trust. They will cease to be a member as from the time when the notice is received by the Trust.

### **Transfer of membership**

- 23 Membership of the Trust may not be transferred by a member.

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

- 24 The Board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Trust, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

- 25 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 Trust before the expiry of the 28-day period referred to in clause 24, the Board may expel them from membership.

- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

- 27 Any person may be expelled from membership by the Board only for good and sufficient cause, such as conduct or character likely to bring

the Trust into disrepute, providing the following procedures have been observed:

- 27.1 at least 21 days' notice of the intention to propose the resolution must be given to the individual concerned, specifying the grounds for the proposed expulsion;
  - 27.2 the individual concerned will be entitled to be heard on the resolution at the Board meeting at which the resolution is proposed.
- 28 Appeal against such a decision may be made to the members and will be heard at the next members' meeting, which may be a special members' meeting called for that purpose. The Board's decision to expel may be overturned by a majority of those present and voting at the meeting.

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

### **Members' meetings**

- 29 The Board must arrange an annual general meeting of the membership (hereinafter referred to as "AGM") in each calendar year.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 The business of each AGM must include:
  - 31.1 a report on the activities of the Trust; and
  - 31.2 consideration of the annual accounts of the Trust (to then be put to the Board for approval at a subsequent meeting); and
  - 31.3 the election/re-election of charity trustees, as referred to in clauses 60, 63 and 65.



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 voting members) from members who amount to 5% or more of the total voting membership of the Trust 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 consistent 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 valid 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 the time and place of the meeting and 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 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.

37 The reference to “clear days” in clause 36 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.

### **Serving of Notices**

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 Trust; or

39.2 sent by e-mail to the member, at the e-mail address last notified by them to the Trust.

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

40 No valid decisions can be taken at a members' meeting unless a quorum is present.

41 The quorum for a members' meeting is 15 voting members or one third of the voting membership (whichever is less) present in person.

42 If a quorum is not present within 30 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.

- 43 The chair of the Trust should act as chairperson of each members' meeting.
- 44 If the chair of the Trust 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**

- 45 Every voting member has one vote, which must be given personally, unless they have received previous allowance from the Board to vote by proxy. A request to vote by proxy must be submitted to the Board secretary at least 24 hours prior to the AGM or special members' meeting to which the vote is to be applied. Proxy voting shall only be allowed when non-attendance is deemed to be unavoidable due to health reasons, previously arranged holidays or other reasons deemed to be unavoidable. Voting members' right to vote by proxy is limited to two consecutive AGMs.
- 46 All decisions at members' meetings will be made by majority vote - except for the types of resolution listed in clause 47.
- 47 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 51):
- 47.1 a resolution amending the constitution; or
  - 47.2 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step); or
  - 47.3 a resolution approving the amalgamation of the Trust with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation); or

- 47.4 a resolution to the effect that all the Trust's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities); or
- 47.5 a resolution for the winding up or dissolution of the Trust.
- 48 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.
- 49 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 individuals present at the meeting and entitled to vote) ask for a secret ballot.
- 50 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**

- 51 A resolution agreed to in writing (or by e-mail) by all the voting 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**

- 52 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 53 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.
- 54 The Board shall make available copies of the minutes referred to in clause 52 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 101.

## **BOARD**

### **Number of charity trustees**

- 55 The maximum number of charity trustees is 15.
- 56 The minimum number of charity trustees is 5.
- 57 The charity trustees who are also voting members shall always constitute a majority over those who are associate members.

### **Eligibility**

- 58 A person will not be eligible for election as a charity trustee unless they are a voting member of the Trust and may not be co-opted unless they are a voting or associate member. The Board to have the power to co-opt trustees during the year between AGMs.
- 59 A person will not be eligible for election or co-option as a charity trustee if they are:
- 59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 59.2 an employee of the Trust.

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

- 60 At each AGM, the voting members may elect any voting member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 61 Any voting member who wishes to be considered for election as a charity trustee at an AGM must notify the Board in advance or put themselves forward at the meeting.

- 62 The Board may at any time co-opt any member (unless they are debarred from membership under clause 59) to be a charity trustee.
- 63 At each AGM all the charity trustees must retire from office - but shall then (subject to clause 64) be eligible for re-election or co-option.
- 64 A person who has served on the Board for a period of six continuous years shall automatically vacate office on expiry of that six-year period and shall then not be eligible for re-election or co-option until a further year has elapsed. In calculating the six-year period:
- 64.1 the period between the date of co-option 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 shall be disregarded; and
  - 64.2 the period between one AGM and the next shall be deemed to be a period of one year: and
  - 64.3 if a charity trustee ceases to hold office but is elected or co-opted to that office within a period of six months, they shall be deemed to have held office as a charity trustee continuously.
- 65 A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- 65.1 they advise the Board prior to the conclusion of the AGM that they do not wish to continue as a charity trustee; or
  - 65.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 65.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried; or
  - 65.4 they were not eligible for re-election in terms of clause 64.
- 66 At the conclusion of each AGM all co-opted trustees shall vacate office.

- 67 Immediately following each AGM, and subject to clause 64, the charity trustees may co-opt any person who vacated office under clause 66. The charity trustees may alternatively co-opt someone else in his/her place or resolve not to fill the vacancy.

### **Termination of office**

- 68 A charity trustee will automatically cease to hold office if:
- 68.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 68.2 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; or
  - 68.3 they cease to be a member of the Trust; or
  - 68.4 they become an employee of the Trust; or
  - 68.5 they give the Trust a notice of resignation, signed by them; or
  - 68.6 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 then resolves to remove them from office; or
  - 68.7 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of any code of conduct adopted by the charity trustees (as referred to in clause 84); or
  - 68.8 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

- 68.9 they are removed from office by a resolution of the voting members passed at a members' meeting.
- 69 A resolution under paragraph 68.7, 68.8 or 68.9 shall be valid only if:
- 69.1 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; and
  - 69.2 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
  - 69.3 in the case of a resolution under paragraph 68.7 or 68.8, at least two thirds (to the nearest round number) of the charity trustees present vote in favour of the resolution.

### **Register of charity trustees**

- 70 The Board must keep a register of charity trustees, setting out:
- 70.1 for each current charity trustee:
    - 70.1.1 their full name and address; and
    - 70.1.2 the date on which they were elected or co-opted as a charity trustee; and
    - 70.1.3 any office held by them in the Trust;
  - 70.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
    - 70.2.1 the name of the charity trustee; and
    - 70.2.2 any office held by them in the Trust; and
    - 70.2.3 the date on which they ceased to be a charity trustee.



- 71 The Board must ensure that the register of charity trustees is updated within 28 days of any change:
- 71.1 which arises from a resolution of the Board or a resolution passed by the voting members of the Trust; or
  - 71.2 which is notified to the Trust.
- 72 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 Trust, the Board may exclude confidential material to the extent permitted under clause 101.

### **Office-bearers**

- 73 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary. In the event of one of these posts becoming vacant thereafter should elect a replacement as soon as is reasonable.
- 74 In addition to the office-bearers required under clause 73, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 75 All the office-bearers will cease to hold office at the conclusion of each AGM but may be re-elected under clause 73 or 74.
- 76 A person elected to any office will automatically cease to hold that office:
- 76.1 if they cease to be a charity trustee; or
  - 76.2 if they give to the Trust a notice of resignation from that office, signed by them.

## **Powers of the Board**

- 77 Except where this constitution states otherwise, the Trust (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the Trust.
- 78 The voting members may, by way of a resolution passed in compliance with clause 47.2 (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**

- 79 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Trust and must:
- 79.1 seek, in good faith, to ensure that the Trust acts in a manner which is in accordance with its purposes; and
  - 79.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
  - 79.3 in circumstances giving rise to the possibility of a conflict of interest between the Trust and any other party:
    - 79.3.1 put the interests of the Trust before that of the other party; and
    - 79.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Trust and refrain from participating in any deliberation or decision of the other charity trustees regarding the matter in question;
  - 79.4 ensure that the Trust complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

80 In addition to the duties outlined in clause 79, all the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

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

80.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

81 Provided they have declared their interest - and have not voted on the question of whether or not the Trust should enter into the arrangement - a charity trustee will not be debarred from entering into an external arrangement with the Trust in which they have a personal interest; and (subject to clause 82 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.

82 No charity trustee may serve as an employee (full time or part time) of the Trust; and no charity trustee may be given any remuneration by the Trust for carrying out their duties as a charity trustee.

83 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**

84 Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.

85 The code of conduct referred to in clause 84 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**

- 86 Any Charity trustee may call a meeting of the Board or ask the chair or secretary to call a meeting of the Board.
- 87 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of Chair/secretary) there is a degree of urgency which makes that inappropriate.

### **Procedure at board meetings**

- 88 No valid decisions can be taken at a Board meeting unless a quorum is present. The quorum for Board meetings is five charity trustees, present in person, or at least two thirds of the trustees, whichever is less.
- 89 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 88, 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.
- 90 The chair of the Trust should act as chairperson of each Board meeting.
- 91 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.

- 92 Every charity trustee has one vote, which must be given personally.
- 93 All decisions at Board meetings will be made by majority vote, except as provided for under sub-clause 69.3 above.
- 94 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.
- 95 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.
- 96 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 Trust; they must withdraw from the meeting while an item of that nature is being dealt with and this should be recorded in the minute.
- 97 For the purposes of clause 96:
- 97.1 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;
  - 97.2 a charity trustee will be deemed to have a personal interest in relation to a 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**

- 98 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.

- 99 The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed, or otherwise confirmed, by the chairperson of the meeting.
- 100 The Board shall (subject to clause 101) make available copies of the minutes referred to in clause 98 to any member of the public requesting them.
- 101 The Board may exclude from any copy minutes made available to a member of the public under clause 100 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 Trust 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**

- 102 The Board may delegate any of their powers to sub-committees; at the Board's discretion, a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 103 The Board may also delegate to the chair of the Trust (or the holder of any other post) such of their powers as they may consider appropriate.
- 104 When delegating powers under clause 102 or 103, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 105 Any delegation of powers under clause 102 or 103 may be revoked or altered by the Board at any time.

- 106 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**

- 107 Subject to clause 108, the signatures of two out of the authorised 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 Trust; at least one of the two signatories must be a charity trustee.
- 108 Where the Trust 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 107.

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

- 109 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 110 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/experienced person to undertake an independent audit.

## **MISCELLANEOUS**

### **Winding-up**

- 111 If the Trust 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.

- 112 Any surplus assets available to the Trust 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 Trust as set out in this constitution.

### **Alterations to the constitution**

- 113 This constitution may (subject to clause 114) be altered by resolution of the voting members passed at a members' meeting (subject to achieving the two thirds majority referred to in sub-clause 47.1) or by way of a written resolution of the voting members (as referred to in clause 51).
- 114 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**

- 115 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 115.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 115.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under sub-clause 115.1 above.
- 116 In this constitution:
- 116.1 "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;

116.2 “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.

Signed by:

Date:

Jean Bloggs (Chair)

Joe Bloggs (Treasurer)