



HELENSBURGH & LOMOND CARERS (SCIO)

CONSTITUTION

Lomond House
29 Lomond Street
Helensburgh
G84 7PW

Registered Scottish Charity No. SC033382

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HELENSBURGH & LOMOND CARERS (SCIO)

CONSTITUTION

GENERAL

Clause	Type of organisation
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1	The organisation was originally constituted on 3 November 2000 as an unincorporated voluntary membership body. It adopted the legal form of a Charitable Association when it was first registered as a Scottish Charity (No SC033382) on 8 August 2002. An application to change that legal form to a Scottish Charitable Incorporated Organisation (SCIO) was submitted to the Office of the Scottish Charity Regulator in 2011. This involved establishing a separate legal entity to replace the Charitable Association on the Scottish Charity Register, but retaining the same name and number. The application was approved and the Charitable Association was subsequently removed from the Register and replaced by the SCIO on 30 March 2012. The assets, liabilities and, undertakings of the Charitable Association transferred to the SCIO on 1 April 2012 and it was formally wound up on 5 April 2012.
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Scottish principal office

2	The principal office of the organisation is Lomond House, 29 Lomond Street, Helensburgh, G84 7PW.
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Name

3	The name of the organisation is “Helensburgh & Lomond Carers (SCIO).”
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Area of operation

4	The organisation shall operate within the boundaries of Argyll & Bute Council’s designated area of Helensburgh and Lomond, which includes within it the Electoral Wards of Lomond North, Helensburgh Central and Helensburgh and Lomond South.
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Objects

5	The objects of the Charity are to promote, for the benefit of carers (as defined in Clause 6): (a) the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage by providing information, advice and support services within the area defined in Clause 4;
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- (b) the advancement of the education of the general public, influential individuals and relevant organisations on matters relating to the social welfare of carers;
- (c) the advancement of citizenship through volunteering in the delivery of services, and
- (d) any other purpose that may reasonably be regarded as analogous to any of the preceding objects.

6 A “carer” in terms of Clause 5 is any person who, without payment, provides help and support to a partner, child, relative, friend or neighbour, who could not manage without their help due to age, physical or mental illness, addiction or disability.

Powers

7 To implement these objects, the Charity reserves powers to:

- (a) set the strategic direction and establish policies, procedures, plans and organisational structures designed to ensure compliance with all statutory requirements and the effective and efficient management and operation of the organisation;
- (b) offer information, advice, guidance, informal advocacy and practical and emotional support to carers through the delivery of a range of services designed to meet their individual needs, which may include preparing carer's support plans; participation in outreach, befriending and training activities; signposting to statutory and third sector organisations; support in finding routes into education, training and employment, and access to respite, short breaks, counselling, alternative therapies, interest groups, social events, drop-in and recreational facilities, bereavement support, newsletters and publications;
- (c) promote the rights, entitlements, health and wellbeing of carers and engage in events and activities to raise awareness of the roles undertaken by carers and their needs and expectations;
- (d) to take such steps as may be deemed appropriate for the purpose of consulting carers to ensure their needs and views help shape the support services provided by the organisation, as outlined in clause 7(b);
- (e) raise funds and invite and receive contributions from any persons by way of grants, donations, subscription or otherwise and conform to any relevant statutory regulations;
- (f) spend, hold and invest funds in the name of the organisation in a bank account or otherwise;
- (g) effect insurances of all kinds (which may include trustees' liability insurance);
- (h) establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objects;
- (i) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of

the objects and construct, maintain and alter any buildings considered appropriate for the work of the organisation;

- (j) establish procedures for the management of any property which may be so acquired;
- (k) purchase, enter into contracts or agreements for the lease, hire or loan of any vehicles, equipment, materials or services considered appropriate for the work of the organisation;
- (l) make arrangements for the maintenance and valuation of any property or assets owned by the organisation;
- (m) sell, let, grant securities over, dispose of or turn to account all or any part of the property or assets of the organisation;
- (n) employ and pay any person or persons to supervise, organise and carry on the work of the organisation;
- (o) establish appropriate employment procedures and practices that meet current legislative requirements, including recruitment, payment of salaries, conditions of employment and discipline procedures;
- (p) enlist the voluntary support of individuals or organisations to assist the work of the organisation;
- (q) engage and pay fees to professional advisers/consultants to assist the work of the organisation;
- (r) make representation to and enter into arrangements and agreements, contractual or otherwise, with national or local government and appropriate statutory or voluntary agencies;
- (s) enter into partnership, consortia arrangements and agreements with any other organisation to undertake activities or the delivery of services that are considered to be in the interests of and compatible with the objects of the organisation;
- (t) take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the organisation;
- (u) advise in relation to, organise, support and/or conduct educational and training programmes, courses, seminars and events of all kinds directed towards the acquisition or development of skills, which are relevant to the objects of the organisation;
- (v) promote and provide for the dissemination and exchange of knowledge and information with any other organisation or individual, where this is considered to serve the interests of the organisation, and
- (w) do anything that is lawful and is calculated to further the objects or is conducive or incidental to doing so.

8 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 purposes.

Liability of members

9 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.

- 10 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 9 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

- 11 The organisation consists of:
- (a) the MEMBERS - who have the right to attend with voting powers and with the further powers later set out in this Constitution, members meetings including any special meetings. The Members' appoint from among their number to serve on the Management Committee referred to below and take decision on changes to the Constitution itself.
 - (b) the ASSOCIATE MEMBERS – with powers similar to MEMBERS, but excluding voting powers.
 - (c) the MANAGEMENT COMMITTEE – who, by regular meetings, generally control and direct the activities of the organisation, including the monitoring and control of the organisation's finances. Its members are referred to in this Constitution as charity trustees.

MEMBERS

Qualifications for membership

- 12 Membership of the organisation, which is not transferrable, shall be open to:
- (a) all carers and former carers;
 - (b) any individual aged 16 or over who subscribes to the purposes of the Charity, and who, by applying for membership, has indicated his or her agreement to become a member, provided these individuals do not make up more than half of the total membership, and
 - (c) voluntary organisations or community groups with an interest in working with the Charity to support and promote the interests of carers (such organisations or groups shall nominate a representative).
- 13 Associate Membership of the Charity shall be open to Argyll & Bute Council, NHS Highland, Argyll & Bute Health & Social Care Partnership and any other statutory or non-statutory bodies, as determined by the Management Committee. Each Associate Member shall be invited to nominate a representative to act as an adviser to the charity trustees, but will have no voting powers.
- 14 Employees of the organisation are not eligible for membership.

Application for membership

- 15 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Management Committee at its next meeting.
- 16 The Management Committee may, at its discretion, refuse to admit any person to membership.
- 17 The Management Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.
- 18 Applications for associate membership may be made in writing by any statutory or non-statutory body or this may be at the invitation of the Management Committee. The Management Committee may, at its discretion, refuse to admit any organisation to membership.

Membership subscription

- 19 A non-recurring membership subscription fee shall be payable. The level of the fee shall be reviewed as and when considered necessary by the Management Committee and any proposal to alter the fee presented to the Annual Members' Meeting for consideration of approval. The Management Committee has the discretion to waive the fee in individual cases.
- 20 No membership subscription fee shall be payable by associate members.

Register of members

- 21 The organisation shall keep a Register of members, setting out:
- (a) the full name and address of each person who is – or was, within the preceding five years – a member;
 - (b) the full name and address of any voluntary organisation, community group, statutory or non-statutory organisations, which is – or was, within the preceding five years – a member or associate member, including the name of the individual appointed to represent that organisation;
 - (c) the date on which each person or organisation was admitted to membership/associate membership, and
 - (d) the date on which any person or organisation ceased to be a member.
- 22 The Management Committee must ensure that the register is updated within 28 days of any change which arises from a resolution of the Committee or is notified to the organisation.
- 23 Only a member or charity trustee may request a copy of the register of members. If the request is reasonable, the Management Committee must ensure that a copy is supplied to him/her within 28 days. If the request is made by a member, but not a charity trustee, the Management Committee is permitted to omit the address of any of its members from the copy of the register. In considering such requests, the Management Committee must take account of any statutory requirements that might apply regarding the handling of personal data, balanced

with the good practice of operating an open, transparent organisation in which members can easily communicate with one another about key issues.

Withdrawal from membership

- 24 Any person who wishes to withdraw from membership must give a written notice of withdrawal to the Management Committee, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the Committee.
- 25 Any organisation that wishes to withdraw from ordinary or associate membership must give written notice of withdrawal to the Management Committee, signed by a person authorised by the organisation to give such notice. The organisation will cease to be a member as from the time when the notice is received by the Committee.
- 26 Membership of the organisation comes to an end if the member dies, or (in the case of a voluntary organisation, community group, statutory or non-statutory body) ceases to exist.

Re-registration of members

- 27 The Management Committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Committee.
- 28 If a member fails to provide confirmation to the Management Committee (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in Clause 27, the Management Committee may expel him/her from membership.
- 29 A notice under Clause 27 will not be valid unless it refers specifically to the consequences (under Clause 28) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 30 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:
- (a) 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, and
 - (b) the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Members - general duties

- 31 Each member of the organisation is subject to some of the general duties detailed in Clause 83 of a charity trustee and, specifically, they must:
- (a) act in the interests of the organisation, and
 - (b) seek, in good faith, to ensure the organisation acts in a manner which is consistent with its charitable objects.
- 32 These are most likely to apply when members are considering changes to the Constitution or participating in the election of charity trustees. If a member fails to comply with these duties, this may be treated as misconduct in the administration of the organisation under the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and give cause for a resolution for expulsion as detailed in Clause 30 of this Constitution.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 33 The Management Committee must convene an annual members' meeting (an "AMM") in each calendar year.
- 34 The gap between one AMM and the next must not be longer than 15 months.
- 35 The business of each AMM must include:
- (a) a report by the chair on the activities of the organisation;
 - (b) consideration of the annual accounts of the organisation, as prepared under Section 44 of the Charities and Trustee Investment (Scotland) Act 2005, and
 - (c) the election/re-election of the charity trustees, as referred to in Clauses 65 and 68.
- 36 Notice of any resolutions by members for discussion at an AMM must be given in writing, duly proposed and seconded, to the Secretary at least 14 clear days before the date of the AMM.
- 37 The Management Committee may convene a special members' meeting at any time.

Power to request that a special members' meeting be convened

- 38 The Management Committee must convene a special members meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- (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 Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

39 If the Management Committee receives a notice under Clause 38, the date for the meeting which they convene 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

40 At least 28 clear days' notice must be given of any annual members' meeting and at least 14 clear days' notice of any special members meeting convened under Clause 38.

41 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of a resolution to alter this Constitution, must set out the exact terms of the proposed alteration(s).

42 The reference to "clear days" in Clauses 40 shall be taken to mean that, in calculating the period of notice,

- (a) the day after the notices are posted (or sent by e-mail) should be excluded, and
- (b) the day of the meeting itself should also be excluded.

43 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.

44 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 him/her to the organisation, or
- (b) sent by e-mail to the member, at the e-mail address last intimated by him/her to the organisation.

Procedure at members' meetings

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

46 The quorum for a members' meeting is 5 members, present in person.

47 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 special 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.

48 The chairperson of the organisation should act as chairperson of each members' meeting.

49 If the chairperson 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

50 Every member has one vote, which must be given personally. There are no provisions for proxy voting.

51 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in Clause 52.

52 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 56):

- (a) a resolution amending this Constitution;
- (b) a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of a new SCIO to be constituted as the successor pursuant to that amalgamation);
- (c) a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities), and
- (d) a resolution for the winding up or dissolution of the organisation.

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

54 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) asks for a secret ballot.

55 The chairperson 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

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

57 The Management Committee must ensure that proper minutes are kept in relation to all members' meetings.

Minutes

58 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.

59 The Management Committee shall make available copies of the minutes referred to in Clause 57 to any member of the public requesting them; but on the basis that the Committee may exclude confidential material to the extent permitted under Clause 105.

MANAGEMENT COMMITTEE

Number of charity trustees

60 The maximum number of charity trustees is 12.

61 At any given time, the number of charity trustees who are members of the organisation must exceed the number appointed through co-option (as non-members) under Clause 70.

62 The minimum number of charity trustees is 5.

Eligibility

63 A person will not be eligible for election or appointment to the Management Committee under Clause 66 unless he/she is a member of the organisation; that restriction does not, however, apply to charity trustees co-opted under Clause 70.

64 A person will not be eligible for election or appointment to the Management Committee if he/she is:

- (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005, or
- (b) an employee of the organisation.

Election, retiral and re-election of charity trustees drawn from the membership

65 At each AMM, the members may elect any member to be a charity trustee and they shall serve for a period of 2 years.

66 The Management Committee may at any time appoint any member to be a charity trustee. A charity trustee may not appoint anyone to act on his or her behalf at meetings of the charity trustees.

67 At the conclusion of each AMM, each of the charity trustees appointed under Clause 66 will vacate office, but will then be eligible for re-appointment under Clause 66 at the discretion of the Management Committee.

68 At each AMM, half of the charity trustees elected/appointed under Clauses 65 must retire from office - but may then be re-elected under Clause 65.

69 A charity trustee retiring at an AMM will be deemed to have been re-elected unless

- (a) an election process was held at the meeting and he/she was not among those elected/re-elected through that process, or
- (b) a resolution for the re-election of that charity trustee was put to the meeting and was not carried.

Co-option of non-members as charity trustees

70 The Management Committee may at any time appoint any non-member to be a charity trustee - and on the understanding that this power to co-opt non-members shall be directed towards ensuring an appropriate balance of skills and experience on the Committee, in the interests of good governance.

71 At the conclusion of each AMM, each of the charity trustees appointed under Clause 70 will vacate office - but will then be eligible for re-appointment under Clause 70 at the discretion of the Management Committee.

Termination of office

72 A charity trustee will automatically cease to hold office if:

- (a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- (b) 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;
- (c) (in the case of a charity trustee elected/appointed under Clauses 65 or 66) he/she ceases to be a member of the organisation;
- (d) he/she becomes an employee of the organisation;
- (e) he/she gives the organisation a notice of resignation, signed by him/her;
- (f) he/she is absent (without good reason, in the opinion of the Management Committee) from more than three consecutive meetings of the Committee - but only if the Committee resolves to remove him/her from office;
- (g) he/she is removed from office by resolution of the Management Committee 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 90);
- (h) he/she is removed from office by resolution of the Management Committee on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 68(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005, or
- (i) he/she is removed from office by a resolution of the members passed at a members' meeting.

73 A resolution under Clause 72, paragraph (g), (h) or (i) shall be valid only if:

- (a) the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- (b) the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote, and
- (c) (in the case of a resolution under paragraph (g) or (h) 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

- 74 The Management Committee must keep a register of charity trustees, setting out:
- (a) the full name and address of each person who is – or was, within the preceding five years - a charity trustee
 - (b) the date on which each person became a charity trustee;
 - (c) the date on which any person ceased to be a charity trustee, and
 - (d) any office held by him/her in the organisation.
- 75 The Management Committee must ensure that the register is updated within 28 days of any change which arises from a resolution of the Committee or is notified to the organisation.
- 76 If any person requests a copy of the register of charity trustees, the Management Committee 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 Management Committee may provide a copy which has the addresses blanked out – if the Committee is satisfied that including that information is likely to jeopardise the safety or security of any person on premises.

Office-bearers

- 77 The charity trustees must elect (from among themselves) a chairperson, a vice-chairperson, a treasurer and a secretary.
- 78 In addition to the office-bearers required under Clause 77, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 79 All of the office-bearers will cease to hold office at the conclusion of each AMM but, may then be re-elected under Clauses 77 or 78.
- 80 A person elected to any office will automatically cease to hold that office:
- (a) if he/she ceases to be a charity trustee, or
 - (b) if he/she gives to the Management Committee a notice of resignation from that office, signed by him/her.

Powers of Management Committee

81 Except where this Constitution states otherwise, the organisation (and its assets and operations) will be managed by the Management Committee; and the Management Committee may exercise all the powers of the organisation.

82 A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Committee.

Charity trustees – general duties

83 Each of the charity trustees has a duty, in exercising functions as a 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 objects;
- (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;
 - (ii) 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, and
- (d) ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

84 In addition to the duties outlined in Clause 83, 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 trustee concerned and not repeated, and
- (b) that any charity trustee who has been in serious and persistent breach of those duties is removed as a trustee as described in Clause 72 (g) and (h).

85 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 84, in relation to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005 and Clause 86) he/she may retain any personal benefit which arises from that arrangement.

86 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 trustee.

87 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. The Management Committee must have a written policy and approved procedures on such matters.

Code of conduct for charity trustees

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

89 The code of conduct referred to in Clause 88 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 Management Committee meetings

90 Any charity trustee may call a meeting of the Management Committee or ask the secretary to call a meeting of the Committee. There shall be at least 6 meetings of the Management Committee in the period falling between AMMs.

91 At least 7 days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Management Committee meetings

92 No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for Committee meetings is 5 charity trustees, present in person.

93 If at any time the number of charity trustees in office falls below the number stated as the quorum in Clause 92, 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.

94 The chairperson of the organisation should act as chairperson of each Management Committee meeting.

95 If the chairperson 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.

96 Every charity trustee has one vote, which must be given personally.

- 97 All decisions at Management Committee meetings will be made by majority vote.
- 98 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.
- 99 The Management Committee may, at its discretion, allow any person to attend and speak at a Committee meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 100 A charity trustee must not vote at a Management Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a private 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.
- 101 For the purposes of Clause 102:
- (a) any private 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 trustee, and
 - (b) a charity trustee will be deemed to have a private 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

- 102 The Management Committee must ensure that proper minutes are kept in relation to all Committee meetings and meetings of sub-committees.
- 103 The minutes to be kept under Clause 102 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 104 The Management Committee shall (subject to Clause 105) make available copies of the minutes referred to in Clause 102 to any member of the public requesting them.
- 105 The Management Committee may exclude from any copy minutes made available to a member of the public under Clause 104 any material which the Committee 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

- 106 The Management Committee 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.
- 107 The Management Committee may also delegate to the chairperson of the Charity (or the holder of any other post) such of their powers as they may consider appropriate.
- 108 When delegating powers under Clauses 106 and 107, the Management Committee must set out appropriate conditions (which must include an obligation to report regularly to the Committee).
- 109 Any delegation of powers under Clause 106 or 107 may be revoked or altered by the Management Committee at any time.
- 110 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Management Committee.

Financial processes and procedures

- 111 The Management Committee must ensure that proper accounting process and procedures are in place and accounting records are maintained, in accordance with all applicable statutory requirements.
- 112 The financial year shall commence on 1 April each year.
- 113 The income of the organisation shall be applied solely towards the promotion of the Objects set out in Clause 5.
- 114 The Management Committee shall set aside income as a reserve against future expenditure, in accordance with a written policy about reserves agreed by the Committee.
- 115 The Management Committee may exercise the general power of investment under the provisions of the Trustee Act 2000.

Operation of bank accounts

- 116 Subject to Clause 117, the signatures of two out of four signatories appointed by the Management Committee will be required in relation to all operations (other than the lodging of funds) on any bank or building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 117 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 116.

Annual accounts

- 118 The Management Committee must prepare annual accounts, complying with all relevant statutory requirements, including the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006. To comply with these statutory provisions, the accounts require to be independently examined by a suitably qualified person.

Repair and insurance

- 119 The Management Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). The Committee must also insure suitably in respect of public liability and employer's liability.

MISCELLANEOUS

Dissolution and winding-up organisation

- 120 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 and the Scottish Charitable Incorporated Organisation (Removal from Register and Dissolution) Regulations 2011. Any surplus assets available to the organisation immediately preceding its winding-up must be used for purposes which are the same as – or which closely resemble – the purposes of the organisation as set out in this Constitution.

Alterations to the Constitution

- 121 This Constitution may (subject to Clause 122) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in Clause 52) or by way of a written resolution of the members.
- 122 The Charities and Trustee Investment (Scotland) Act 2005 requires that consent is sought from the Office of the Scottish Charity Regulator (OSCR) to action the following changes: change of name, an alteration to the objects, amalgamation and/or winding-up.

Interpretation

- 123 References in this Constitution to the Charities and Trustee Investment (Scotland) Act 2005, Charities Accounts (Scotland) Regulations 2006 and Trustee Act 2000 should be taken to include:
- (a) any statutory provision which adds to, modifies or replaces these Acts, and
 - (b) any statutory instrument issued in pursuance of these Acts or in pursuance of any statutory provision falling under (a) above.

In this Constitution:

- (a) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes; and
- (b) “charitable objects” 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

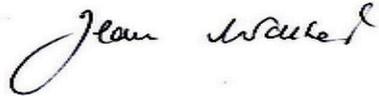
Certification

The members of the Charity passed this revised Constitution, which comprises 20 pages, at the Annual Members' Meeting held at Helensburgh Golf Club, Helensburgh, on 29 September 2016 and agreed it would be adopted on 1 October 2016. It replaced the previous version, which was passed by Members at the Annual Members' Meeting held on 18 September 2014.

Signature:  Date: 29 September 2016

Name: William Rae

Address: 12 Braid Drive, Cardross

Signature:  Date: 29 September 2016

Name: Jean Walker

Address: Mill House, 4 Victoria Road, Helensburgh