

The Royal Scottish Forestry Society

Constitution of Scottish Charitable Incorporated Organisation

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Part 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Name

The name of the Scottish Charitable Incorporated Organisation (SCIO) is The Royal Scottish Forestry Society, hereafter the Society.

2. Principal office

The location of the Society's principal office shall be in Scotland.

3. Defined terms

In this Constitution, unless the context requires otherwise—

- “Board” means the collective term for the Trustees and is the governing body of the Charity;
- “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;
- “Chair” has the meaning given in article 51;
- “Chair of the meeting” has the meaning given in article 51;
- “Scottish Charitable Incorporated Organisation” (also “SCIO”) has the meaning given in section 49 of the Charities and Trustee Investment (Scotland) Act 2005;
- “Charity” has the meaning of the SCIO named in clause 1;
- “Committee” means any formal sub-committee or short-life working group of the governing body of the Society;
- “Constitution” is the governing document of this charity in compliance with the Charities and Trustee Investment (Scotland) Act 2005;
- “Dissolution Regulations” means the provisions of the Charities & Trustee Investment (Scotland) Act 2005 and any statutory instruments or regulations flowing from it governing how a SCIO is wound up;
- “document” includes, unless otherwise specified, any document sent or supplied in physical or electronic form;
- “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- “General Regulations” means the provisions of the Charities & Trustee Investment (Scotland) Act 2005 and any statutory instruments or regulations flowing from it governing how a SCIO is managed;
- “ordinary resolution” has the same meaning as given in section 282 of the Companies Act 2006;

“participate”	in relation to a Trustees’ meeting, has the meaning given in clause 54(1) below;
“person”	includes, unless otherwise specified, individuals, unincorporated associations and incorporated bodies;
“poll”	means a counted vote or ballot, usually (but not necessarily) in writing;
“Society”	has the meaning of the SCIO named in clause 1;
“special resolution”	has the same meaning as given in section 283 of the Companies Act 2006;
“subsidiary”	has the same meaning as given in section 1159 of the Companies Act 2006;
“Trustee(s)”	has the meaning given by s106 of the Charities and Trustee Investment (Scotland) Act 2005; being the person(s) having the general control and management of the administration of the Charity; and
“writing”	means the representation or reproduction of words, symbols or other information in a visible or audible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in this Constitution bears the same meaning as in the Charities and Trustee Investment (Scotland) Act 2005 as in force on the date when this Constitution become binding on the Society.

4. Liability of Members

- (1) If the Society is wound up, the Members, and former Members, of the Society have no obligation or liability to contribute to its assets and no personal responsibility for settling its debts and liabilities however created.
- (2) The Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 4(1) 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.

Part 2

GOVERNANCE

OBJECTS

5. Objects

The objects for which the Society is established are—

- (1) promoting the excellence of forestry in Scotland and the wider world for the benefit of the present and future generations;

- (2) bringing the influence of the Society fully to bear on the governments of the day and its agencies in the formulation and execution of forest policy;
- (3) bringing forestry principles, objectives and benefits to the notice of the public by education, advertisement, exhibition and all means acceptable to the Society's Board.
- (4) holding meetings for discussion and interchange of information and ideas;
- (5) publishing a journal, annually or more often, and by publishing or circulating periodical or other literature containing information regarding forestry;
- (6) promoting the application of science, research and technical efficiency in forestry and forest management;
- (7) promoting and reviewing education in forestry and by holding examinations in forestry and granting diplomas therein and working with other bodies in such activities and by maintaining a library;
- (8) organising, authorising, directing, assisting and encouraging, expeditions, excursions, demonstrations, exhibitions, experiments and investigations connected with forestry or kindred sciences to be undertaken in any part of Britain or abroad;
- (9) furthering liaison between different sections of the industry and other organisations involved with the land.
- (10) assisting members of the Society who seek to employ or be employed within the forest industry;
- (11) organising regional activities under the direction of the Board in all parts of Scotland or any other means that the Board may deem necessary.

POWERS

6. Powers

- (1) The Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- (2) The absence of an express power in the Constitution does not limit the Trustees' powers, subject always to the actions being legal.
- (3) 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.

STANDING ORDERS

7. Trustees' discretion to make further rules

- (1) Subject to the Constitution, the Trustees may from time to time make such reasonable and proper rules which they may deem necessary or expedient for the proper conduct and management of the Society, but such rules must not be inconsistent with any provision of this constitution.

- (2) Rules created under sub-clause (1) shall be collated, maintained and referred to as Standing Orders.
- (3) Copies of any such Standing Orders currently in force must be made available to any member of the Society on request.

SAVING PROVISIONS

8. Saving provisions

- (1) Subject to clause 8(2), all decisions of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee—
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Clause 8(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a Committee of Trustees if, but for sub-clause 8(1), the resolution would have been void, or if the Trustee has not complied with Clause 59.

9. Responsibility for the business

- (1) Members may, by Special Resolution, direct the Trustees to take, or refrain from taking, specified action.
- (2) No such Special Resolution invalidates anything which the Trustees have done before the passing of the resolution.

Part 3

Membership

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10. Eligibility for membership

- (1) Any natural person, body corporate, institution or group promoting the objects of the Society may become a Member of the Society on approval of their application by the Board.
- (2) Where a Member is not a natural person, the Member shall nominate an individual to whom all correspondence shall be addressed; the Member's Representative.

11. Applications for membership

- (1) Prospective Members shall complete an application for membership in a form approved by the Board.
- (2) The Board shall accept or otherwise deal with each application as it may deem best in the interest of the Society.
- (3) Membership shall commence on the later of the—
 - (a) The Board's approval of the prospective member's application form; or
 - (b) Receipt of cleared funds in respect of any membership fee.
- (4) It is the responsibility of Members to ensure that the correspondence address and other details held by the Society are correct.
- (5) Admission to membership is solely at the Board's discretion.

MEMBERSHIP FEES

12. Membership fees

All Members shall pay an annual membership fee at the prevailing rate set out in the Society's Membership Policy.

13. Non-payment of annual membership fees

- (1) Where a Member fails to make a timely payment of their annual membership fee the Society reserves the right to terminate their membership of the Society.
- (2) At any time whilst a Member's annual membership fee remains outstanding after 3 months from the due date all voting rights, privileges and services arising from membership of the Society are suspended.
- (3) Reactivation of voting rights, privileges and services shall occur on receipt of cleared funds in respect of the outstanding annual membership fee by the Society or otherwise solely at the discretion of the Trustees.
- (4) The Trustees may, at any time after 11 months has passed from the due date remove the Member from membership without reference to the membership as provided under clause 18(1).

REGISTER OF MEMBERS

14. Keeping a Register of Members

- (1) The Board shall keep a Register of Members in accordance with clause 62, setting out—
 - (a) for each current Member:
 - (i) Their full name and address; and
 - (ii) The date on which they were registered as a Member of the organisation
 - (b) for each former Member - for at least six years from the date on they ceased to be a member:
 - (i) Their full name and address; and

- (ii) The date on which they were registered and on which they ceased to be a Member of the organisation.
- (2) The Board must ensure that the Register of Members is updated within 28 days of any change:
 - (a) Which arises from a resolution of the Board or a resolution passed by the Members of the organisation; or
 - (b) Which is notified to the organisation.
- (3) If a 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.
- (4) If a Member 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 and which has the addresses blanked out, providing the request is reasonable.

15. Withdrawal from membership

Any Member who wants to withdraw from membership must give a written notice of withdrawal to the Society, signed by them; they will cease to be a Member as from the date when the notice is received by the Society.

16. Transfer of membership

Membership is not transferrable.

17. Re-registration of members

- (1) The Board may, at any time, issue notices to 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.
- (2) If a Member fails to provide confirmation to the Board by the prescribed method(s) that they wish to remain as a member of the organisation before the expiry of the 28-day period, the Board may expel them from membership.
- (3) A notice under clause 17(1) will not be valid unless it refers specifically to the consequences, specified in clause 17(2), of failing to provide confirmation within the 28-day period.

18. Expulsion from membership

- (1) 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;
 - (b) the Member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

GENERAL MEETINGS

19. Reserved decisions

- (1) Any decision to—
 - (a) amend the constitution of the Society;
 - (b) amalgamate the Society with, or transfer its undertaking to, one or more other SCIOs, in accordance with the Charities and Trustee Investment (Scotland) Act 2005; or
 - (c) wind up or dissolve the Society, including transferring its business to any other charity;

must be made by a Special Resolution of the members of the Society in a General Meeting.

- (2) Special resolutions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

20. Annual general meeting

- (1) A general meeting of members will be arranged once each calendar year to be known as an Annual General Meeting or "AGM".
- (2) The gap between one AGM and the next may not be longer than 15 months.
- (3) Notwithstanding clause 20(1), 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.
- (4) The business of each AGM must include:
 - (a) A report by the chair on the activities of the organisation;
 - (b) Consideration of the annual accounts of the organisation;
 - (c) The election of a Vice President biennially;
 - (d) The election of the Treasurer.

21. General meetings

- (1) The Board must arrange a General Meeting if they are requested to do so by a notice signed 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.
- (2) A notice for the purpose of clause 21(1) may take the form of two or more documents in the same terms, each signed by one or more Members.
- (3) If the board receive a notice under clause 21(1), 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.

22. Decision-making by Members in General Meetings

- (1) Decisions of the members may be made either by resolution—
 - (a) at a General Meeting; or
 - (b) in writing, in accordance with sub-clause (4) of this clause.
- (2) Except where a resolution in writing requires a unanimous decision or is a special resolution, other resolutions may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that—
 - (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Society has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the Society on the date when the proposal is first circulated.

23. Calling a General Meeting

Notice of every General Meeting must be given to all the Members of the Society, and to all the Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.

24. Notice of a general meeting

- (1) The minimum period of notice required to hold a general meeting of the members of the Society is 14 days excluding the date of posting or email.
- (2) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities and Trustee Investment (Scotland) Act 2005, a General Meeting may be called by shorter notice if it is so agreed by a majority of the Members of the Society.
- (3) Any notice which requires to be given to a member under this constitution must be sent by—
 - (a) Post to the member, at the address last notified by him/her to the organisation; or
 - (b) E-mail to the member, at the e-mail address last notified by him/her to the organisation.
- (4) Notice shall be deemed to be given 24 hours after it was posted or sent.
- (5) Failure of an individual to receive the notice of a General Meeting does not invalidate the calling of a meeting, holding the meeting or the decisions reached in the meeting.

25. Quorum for General Meetings

- (1) No decision shall be taken at a General Meeting unless a quorum is present at the time when the decision is taken.
- (2) The quorum for a General Meeting is 3% of Members eligible to vote and present.
- (3) A Member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

26. Proceedings at general meetings

The provisions in clause 51 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any General Meeting of the Members.

27. Attendance and speaking by non-members

The Chair of the meeting may permit other persons who are not Members of the Society to attend and speak at a General Meeting.

28. Voting in general meetings

- (1) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded.
- (2) The right to vote by a Member who is not a natural person shall be held by the named Member's Representative.
- (3) A poll may be demanded in advance of the meeting or during the meeting but before the any show of hands on a resolution.
- (4) Polls must be taken immediately and in such manner as the Chair of the meeting directs.
- (5) Where there is an equal number of votes for and against a resolution the Chair of the meeting shall have the casting vote.

29. Adjournment

- (1) If those attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- (2) The Chair of the meeting may adjourn a General Meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

Part 4

TRUSTEES

GOVERNING BODY

30. Governing body

- (1) The Society will be managed by a Board of Trustees hereafter known as the Board.
- (2) Subject always to clause 31, the Board shall comprise—
 - (a) The three Officers of the Society;
 - (b) Up to five representatives of Regional Committees. Where there are more than five Regions, as defined in clause 36(1), the Regions will organise a ballot to determine which five Chairs join the Board;
 - (c) The Chair of Cashel Forest Trust or its successor organisation;
 - (d) Up to three suitably qualified individuals may be co-opted for a term of up to one year; and
 - (e) Suitably qualified individual(s) may be co-opted to fill any casual vacancy.

31. Number of Trustees

- (1) There must be at least four Trustees in post. If the number falls below this minimum, the remaining Board may act only to call a meeting of the Board, or appoint a new Trustee.
- (2) The maximum number of Trustees is twelve (12). No-one may be appointed if as a result the number of Trustees would exceed the maximum.

OFFICERS

32. President

- (1) There shall be a President of the Society.
- (2) The President shall be the Chair of the Board and chair all Board meetings in accordance with clause 51.
- (3) The President shall hold office for not more than 2 years whereupon he shall retire and not be eligible for re-election as an Officer of the charity..

33. Vice Presidents

- (1) There shall be a Vice President of the Society;.
- (2) The Members shall elect the Vice President in accordance with clause 39.
- (3) The Vice President shall serve for not more than two years and become the President when that office becomes vacant following the retirement of the incumbent.

34. Treasurer

- (1) There shall be a Treasurer who holds a suitable finance or accountancy qualification.

35. Saving provision

- (1) In the event that any Officer is unwilling or unable to take up any promotion, the Trustees may appoint the next most senior trustee to be the promoted officer.
- (2) Subject to Clause 30(2)(e) and Clause 31 above, Trustees may co-opt a suitably qualified individual to fill any vacancy created as a consequence of sub-Clause (1) above.

REGIONS

36. Organisation of the Society

- (1) The Society may organise itself into geographic Regions for the purposes of pursuing its objectives.
- (2) Each Member of the Society shall belong to a Region for administrative purposes; usually the Region where their postcode naturally sits.
- (3) Regions may run a programme of educational events and visits for the benefit of its Members and the general public.
- (4) Regions may levy a small charge for each event.
- (5) Regions may not levy a joining or membership fee or subscription of any kind.

37. Regional governance

- (1) Each Region shall form a committee responsible to the Trustees for the affairs of the Region.
- (2) Each Regional Committee shall comprise at least—
 - (a) Committee chair;
 - (b) Regional secretary;
 - (c) At least two further members.
- (3) The conduct of the affairs of the Region and its committee must remain within the provisions of this Constitution.
- (4) Each Regional Committee shall nominate up to one of its number annually to be a member of the Board.
- (5) Regions may hold one bank account in the name of the Society and shall account for all transactions to the Treasurer every calendar quarter within 30 days of the end of the calendar quarter.
- (6) Each Region shall hold an Annual Business Meeting within nine months of the end of the Society's financial year.
- (7) The business of the Annual Business Meeting shall comprise not less than—
 - (a) Election of Members from the Region to the Regional committee; and
 - (b) Accounting for the Regional financial position.

- (8) The Committee chair shall chair meetings of the Regional committee and the Regional Annual Business Meeting.
- (9) Tenure of membership of the Regional committee shall run from the closure of each Annual Business Meeting to the closure of the next.

TRUSTEES GENERAL

38. Eligibility to be a Trustee

- (1) Every Trustee of the Society must be a natural person.
- (2) No individual may be appointed as a Trustee of the Society—
 - (a) if he or she is under the age of 16 years; or
 - (b) if he or she would automatically cease to hold office under the provisions of Clause 47(1)(e).
- (3) No one is entitled to act or represent themselves as a Trustee whether on appointment or on any re-appointment until they have expressly acknowledged in writing their acceptance of the office of Trustee.
- (4) At least one of the trustees of the Society must be 18 years of age or over. If there is no Trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the Board, or appoint a new Trustee.

39. Appointment of Trustees

- (1) At the Annual General Meeting where the year is an odd number (*viz* 2001, 2003, *et seq.*), there shall be an election of a Vice President.
- (2) Where the post of Vice President is to be vacant whenever the year is an even number—
 - (a) An election for a Vice President may be held at that year's Annual General Meeting.
 - (b) Where the post of Vice President becomes vacant after the relevant Annual General Meeting the Trustees may appoint one of their number to the position until the next Annual General Meeting;
 - (c) An individual demitting the office of Vice President at the Annual General Meeting in accordance with clause 39(2)(b) shall be eligible for re-election as Vice President.
- (3) The Trustees and Members have the right individually or collectively to nominate a Member for election as Vice President.
- (4) In nominating individuals for appointment as Trustees, the Members must have regard to the skills, knowledge and experience needed for the effective administration of the Society.
- (5) Any person being appointed as a Trustee must furnish the Society within a reasonable period personal information sufficient for the Society to comply with its legal and regulatory obligations. The Society shall decide solely what constitutes reasonable and sufficient.

40. Information for new Trustees

- (1) The Trustees will make available to each new Trustee, on or before his or her first appointment—
 - (a) a copy of the current version of this Constitution; and
 - (b) a copy of the Society's latest Trustees' Annual Report and Financial Statements.

41. Transitional arrangements

- (1) On incorporation of the SCIO, the tenure served in a given Office by each Officer of the unincorporated Society shall be deemed to have been served as if the SCIO had existed.

DUTIES

42. Duties of Trustees

- (1) The Trustees shall exercise all the powers of the Society. It is the duty of each Trustee—
 - (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the Society in the way he or she decides in good faith would be most likely to further the purposes of the Society; and
 - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to—
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a Trustee of the Society in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

43. Delegation of authority

- (1) The Trustees may delegate any of their powers or functions to one or more Committee(s) or Working Group(s), and, if they do, they shall determine the terms and conditions on which the delegation is made.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements—
 - (a) a Committee or Working Group may consist of two or more persons, but at least one member of each Committee must be a Trustee;
 - (b) the acts and proceedings of any Committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
 - (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) The Trustees may revoke any delegation in full or in part, or alter its terms and conditions at any time.

44. Committees and working groups

- (1) Committees and working groups to which the Trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Constitution which govern the taking of decisions by Trustees.
- (2) The Trustees shall make rules of procedure for all or any Committees and working groups, which prevail over rules derived from the Constitution if they are not consistent with them.
- (3) The Trustees may co-opt persons who are not Trustees, Members, or employees to Committees and working groups they establish as they see fit.

CODE OF CONDUCT

45. Personal responsibility

- (1) Each Trustee shall sign the Society's Code of Conduct on becoming a Trustee and at intervals of not more than 3 yearly thereafter.
- (2) Each member of a Regional Committee or working group who is not a Trustee shall sign the Society's Code of Conduct on becoming a Trustee and at intervals of not more than 2 yearly thereafter.
- (3) A breach of the Code of Conduct shall represent grounds for removal. Removal in accordance with clause 47(2) shall be at the sole discretion of the Trustee.

RETIREMENT AND REMOVAL

46. Retirement of Trustees

- (1) A Trustee may terminate their office as a Trustee by notifying the Society in writing.
- (2) An individual holding office as a Trustee by virtue of their role as a Regional Representative, held in accordance with clause 37(4), shall retire immediately as a Trustee on cessation of—
 - (a) their being a member of the Regional Committee; or
 - (b) holding the Regional Committee's nomination as its Regional Representative.
- (3) A retiring President shall retire immediately as a Trustee on demitting office, unless appointed as a Trustee by the Board or they are appointed by virtue of being a Regional Representative.
- (4) Any Trustee who resigns or is removed as a Member shall retire immediately as a Trustee.
- (5) Any person retiring as a Trustee is eligible for reappointment except as otherwise provided in this Constitution.

47. Removal of Trustees

- (1) A Trustee ceases to hold office immediately if he or she—

- (a) is absent without the permission of the Trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (b) becomes incapable for medical reasons of carrying out their duties as a Trustee where incapacity has continued (or is expected to continue) for a period of more than six months;
 - (c) dies;
 - (d) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
 - (e) is disqualified from acting as a Trustee by virtue of the Charities and Trustee Investment (Scotland) Act 2005 or any statutory re-enactment or modification of its provisions.
- (2) A Trustee can be removed by a resolution of the Board having the agreement of 75% of the Trustees entitled to vote, where—
- (a) the 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; and
 - (b) the 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.

TRUSTEES' MEETINGS

48. Calling a meeting of Trustees

- (1) The Board Secretary shall call a Trustees' meeting by giving notice of the meeting in writing to the Trustees. Where no Board Secretary is appointed, the senior officer or President of the Society shall issue such notice.
- (2) Exceptionally, any three Trustees may require a meeting of the Trustees by giving notice to the Board Secretary or the President.
- (3) Notice of any Trustees' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (4) Notice of a Trustees' meeting must be given to each Trustee, but need not be in writing.
- (5) Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Society not more than 7 days after the date on which the meeting is held. Where such

notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

49. Trustees' meetings

- (1) Trustees' meetings shall occur not less than four times in each calendar year. Not less than 7 days' notice shall be given of such meetings.
- (2) Exceptionally, "Special" meetings may be called. No business other than specified in the calling notice may be conducted at a special meeting. Not less than 1 days' notice shall be given of such a special meeting.

50. Decision-taking by Trustees

- (1) Any decision may be taken either—
 - (a) at a meeting of the Trustees; or
 - (b) by resolution in writing or electronic form agreed by all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
- (2) The general rule about decision-making by Trustees is that any decision of the Trustees must be taken as either a majority decision at a meeting or a unanimous written resolution.

51. Chairing meetings of Trustees

- (1) The President of the Society shall chair meetings of the Trustees and all General Meetings of Members.
- (2) If no-one has been so appointed, or if the President is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Senior Vice President shall chair the meeting, failing which the Trustees present may appoint one of their number to chair the meeting.

52. Quorum

- (1) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken.
- (2) The quorum is four Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater, or such larger number as the Trustees may decide from time to time.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

53. Records of decisions to be kept

The Trustees must ensure that the Society keeps a record in accordance with clause 64, in writing, for at least 7 years from the date of the decision recorded, of every unanimous or majority decision taken by the Trustees.

54. Participation in a Trustees' meeting

- (1) Subject to this Constitution, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when—

- (a) the meeting has been called and takes place in accordance with this constitution, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
 - (3) If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

55. Procedures at meetings

- (1) Decisions arising at a meeting shall be decided by a majority of those eligible to vote.
- (2) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

56. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the Chair or other Trustee chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with this Constitution, the Chair or other Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

REMUNERATION

57. Trustees' remuneration

- (1) Subject to the Charities and Trustee Investment (Scotland) Act 2005 and this Constitution Trustees may undertake any services for the Society that the Trustees decide.
- (2) Trustees are entitled to such remuneration as the Trustees determine for their services to the Society other than as Trustees.
- (3) Subject to the Charities and Trustee Investment (Scotland) Act 2005 and this Constitution, a Trustee's remuneration may—
 - (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Trustee.
- (4) Unless the Trustees decide otherwise, Trustees' remuneration accrues from day to day.
- (5) Unless the Trustees decide otherwise, Trustees are not accountable to the Society for any remuneration which they receive as Trustees or other officers or employees of the Society's subsidiaries or of any other body corporate in which the Society is interested.
- (6) The number of remunerated Trustees and persons connected with them must not exceed 25% of the number of Trustees.

58. Trustees' expenses

The Society may reimburse any reasonable expenses which the Trustees properly incur in connection with their attendance at—

- (a) meetings of Trustees or Committees of the Society;
- (b) General Meetings; or
- (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

CONFLICTS OF INTEREST

59. Conflicts of interest

- (1) For the purpose of this clause, Trustee includes a person or body corporate connected with the Trustee as described in Clause 60.
- (2) If a proposed decision of the Trustee is concerned with an actual or proposed transaction or arrangement with the Society in which a Trustee is interested, that Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (3) But if paragraph (2) does not apply, a Trustee who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes.
- (4) This paragraph applies when—
 - (a) the Society by ordinary resolution disapplies the provision of the Clauses which would otherwise prevent a Trustee from being counted as participating in the decision-making process;
 - (b) the Trustee's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Trustee's conflict of interest arises from a permitted cause.
- (5) For the purposes of this article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a Trustee in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Society or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Trustees or former employees and Trustees of the Society or any of its subsidiaries which do not provide special benefits for Trustees or former Trustees.
- (6) For the purposes of this clause, references to proposed decisions and decision-making processes include any Trustees' meeting or part of a Trustees' meeting.
- (7) Subject to paragraph (6), if a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the

conclusion of the meeting, be referred to the Chair whose ruling in relation to any Trustee other than the Chair is to be final and conclusive.

- (8) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the Trustees at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

60. Connected persons

- (1) A person is connected to a Trustee by virtue of being—
- (a) The spouse or civil partner of a Trustee, or any other person (whether of a different sex or the same sex) with whom the Trustee lives as partner in an enduring family relationship;
 - (b) A child, step-child or the child of any person in sub-clause (a), a parent, sibling, grandchild or grandparent of the Trustee;
 - (c) A person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above.
- (2) An institution is connected to a Trustee by virtue of being controlled—
- (a) by the Trustee or any connected person falling within sub-clause (1) above;
or
 - (b) by two or more persons falling within clause 60(2)(a) above when taken together.
- (3) A body corporate is connected to a Trustee by virtue of—
- (a) the Trustee or any connected person falling within sub-clauses (1) to (2) has a substantial interest; or
 - (b) two or more persons falling within clause 60(3)(a) above who, when taken together, have a substantial interest.

Part 5

ADMINISTRATIVE MATTERS

COMMUNICATION

61. Means of communication

- (1) Subject to the Constitution, anything sent or supplied by or to the Society under the Constitution may be sent or supplied in any way so long as it is not precluded from doing so by laws or regulations relating to charities.
- (2) Subject to the Constitution, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

- (3) A Trustee may agree with the Society that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

REGISTERS AND MINUTES

62. Register of members

The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its Members.

63. Register of trustees

- (1) The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its Trustees.

(a) For each current Trustee the register shall reflect their—

- (i) Full name;
- (ii) Address;
- (iii) Date of appointment; and
- (iv) Offices held.

(b) For each former Trustee the register shall reflect their—

- (i) Full name;
- (ii) Address;
- (iii) Dates of appointment and termination; and
- (iv) Offices held.

- (2) The register must be updated within 28 days of any change arising from a resolution of the Trustees or the Members, or which is notified to it.

64. Minutes of meetings

The Trustees must keep minutes of all—

- (1) appointments of officers made by the Trustees;
- (2) proceedings at General Meetings of the Society—
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.
- (3) meetings of the Trustees and Committees of Trustees including—
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.
- (4) decisions made by the Trustees otherwise than in meetings.

STATUTORY REPORTING

65. Accounting records, financial statements and scrutiny

The Trustees must comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 and The Charities Accounts (Scotland) Regulations 2006 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.

66. Returns, reports and register entry maintenance

The statements of account, reports and returns must be sent to the Regulator regardless of the income of the Society, within the period specified by the Regulator from the financial year end.

67. Changes in particulars

The Trustees must comply with their obligation to inform the Regulator, within the period specified by the Regulator, of any change in the particulars of the Society as entered by the Office of the Scottish Charities Regulator, or any successor thereof, in the Register of Charities or any similar register to which the Society must provide notification.

68. No right to inspect accounts and other records

Except as provided by law or authorised by the Trustees or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member, non-voting member or having an interest in the Society or its operations.

TRUSTEES' INDEMNITY AND INSURANCE

69. Indemnity

- (1) 1) Subject to paragraph (2), a relevant Trustee of the Society or an associated body corporate may be indemnified out of the Society's assets against—
 - (a) any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated body corporate,
 - (b) any liability incurred by that Trustee in connection with the activities of the Society or an associated body corporate in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Trustee as an officer of the SCIO or an associated body corporate.
- (2) This Clause does not authorise any indemnity which would be prohibited or rendered void by any provision of the General Regulations or by any other provision of law.
- (3) In this Clause—
 - (a) Bodies corporate are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

- (b) a “relevant Trustee” means any Trustee of the Society or Trustee, former Trustee or equivalent of an associated body corporate.

70. Insurance

- (1) The Trustees may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant Trustee in respect of any relevant loss.
- (2) In this Clause—
 - (a) a “relevant Trustee” means any trustee of the Society or Trustee, former Trustee or equivalent of an associated body corporate;
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Trustee in connection with that Trustee’s duties or powers in relation to the Society, any associated body corporate or any pension fund or employees’ share scheme of an associated body corporate, and
 - (c) Bodies corporate are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

AMENDMENT OF CONSTITUTION

71. Matters requiring Regulatory approval

- (1) Any alteration of—
 - (a) Clause 1 – Name;
 - (b) Clause 5 – Objects;
 - (c) Clause 75 – Winding up or Dissolution;
 - (d) Clause 71 – Matters requiring regulatory approval;
 - (e) Clause 72– Authority to amend; or
 - (f) of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the Society or persons connected with them except where they rank *pari passu* with all other beneficiaries of the charity.

requires the prior written consent of the Regulator.

72. Authority to amend

- (1) This constitution can only be amended by a special resolution—
 - (a) by unanimous written resolution of the Members of the Society; or
 - (b) by special resolution passed at a General Meeting of the Members of the Society called in accordance with clause 23.

73. Validity and effective date of amendment

- (1) A copy of every resolution amending the constitution, together with a copy of the Society’s constitution as amended must be sent to the Regulator by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

- (2) No amendment that is inconsistent with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 shall be valid.

DISPUTES

74. Resolution of disputes

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

WINDING UP

75. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
- (a) at a general meeting of the members of the Society called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the Society.
- (2) Subject to the payment of all the Society's debts:
- (a) Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Society shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- (3) The Society must observe the requirements of the Dissolution Regulations in applying to the Office of the Scottish Charity Regulator for the Society to be removed from the Register of Charities, and in particular
- (a) the Trustees must send with their application to the Regulator—
 - (i) a copy of the resolution passed by the members of the Society;
 - (ii) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and

- (iii) a statement by the Trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Society, and to any Trustee of the Society who was not privy to the application.
- (4) If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

76. Provision for employees on cessation of business

The Trustees may decide to make provision for the benefit of persons employed or formerly employed by the Society or any of its subsidiaries (other than a Trustee or former Trustee or shadow Trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Society or that subsidiary.