

CONSTITUTION OF THE BOTANICAL SOCIETY OF SCOTLAND SCIO

(incorporating revisions made at the AGM on 27th May 2021 – addition of paragraphs 30.1 and 78.1)



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GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the organisation is **“THE BOTANICAL SOCIETY OF SCOTLAND SCIO”** hereafter referred to in this document as “the Society”.

Purposes

- 4 The Society’s purposes are:
 - 4.1 To advance the study of plants, algae, cryptogams, fungi and associated organisms, to spread botanical knowledge and understanding of the part played by these organisms in Scotland's environment, culture, history and heritage.
 - 4.2 To encourage the academic study of botany at School and University level by providing a forum for professional and amateur botanists and students to study and discuss all aspects of botany and by offering grants and awards for excellence in project work so far as and by any means that our resources permit.
 - 4.3 To promote public interest in Scotland's botany, native plants and vegetation and their habitats by involving and engaging with the public in constructive projects that promote the knowledge, appreciation, observation, recording and conservation of all wild plants.
 - 4.4 To provide information, education and advice, with the aim of promoting awareness of the unique character of Scotland's flora, encouraging awareness of environmental, climate change and management impacts on native plants, vegetation and habitats and an interest in the development of informed strategies for their conservation and the mitigation and reduction of adverse impacts.

Powers

- 5 The Society has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the Members - either in the course of the Society's

existence or on dissolution - except where this is done in direct furtherance of the Society's charitable purposes.

Liability of Members

- 7 The Members of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up; accordingly, if the Society is unable to meet its debts, the Members will not be held responsible.
- 8 The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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

- 9 The structure of the Society consists of:-
 - 9.1 the MEMBERS - who have the right to attend Members' meetings (including any Annual General Meeting) and have important powers under the constitution; in particular, the Members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - 9.2 the BOARD – (referred to hereafter as the COUNCIL) who hold regular meetings, and generally control the activities of the Society; for example, the Council is responsible for monitoring and controlling the financial position of the Society.
- 10 The people serving on the Council are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for Membership

- 11 Membership is open to:
 - 11.1 any individual aged 16 or over with an interest in Botany.
 - 11.2 any corporate body with aims and purposes that are compatible with those of the Society.
 - 11.3 Family Membership will be available to two adults at the same address and any of their children under 16.
 - 11.4 People aged under 16 can join the Society only as a family Member.

- 11.5 The Council is empowered to offer Honorary Membership to distinguished persons, in Britain or abroad, and to those who have made some special contribution to the Society. Honorary Members are entitled to all the privileges of Members. The number of Honorary Members shall not exceed 25.

- 12 Employees of the Society are not eligible for Membership.

Application for Membership

- 13 Application for Membership of the Society is open to all eligible persons above the age of 16 years or a corporate body provided that they support the purposes of the Society and work in its interests.

- 13.1 Any person or body who/which wishes to become a Member must complete an application and pay the appropriate subscription; in the case of a corporate body, the application must be signed by an appropriate officer of that body.

- 13.2 In the case of a person under the age of 16 years an application for family Membership must be signed by a parent or guardian.

- 13.3 Applications for Membership shall be considered by the General Secretary or the Membership Secretary on behalf of Council, and a decision shall normally be made within four weeks.

- 14 The Council may, at its discretion, refuse to admit any person or body to Membership.

- 15 If the decision was to refuse admission, the applicant shall be notified promptly (in writing or by e-mail) of the decision and the remittance lodged by him/her/it under clause 13.1 shall be returned.

Membership subscription

- 16 Subscriptions will be reviewed annually by the Council and fixed at the Annual General Meeting. Subscriptions will fall due on 1 October

- 16.1 There will be a Standard rate subscription for Ordinary Members, a Concessionary rate for students in full-time education and a family rate for two adults living at the same address with any children under the age of 16.

- 16.2 Access to lectures and other indoor meetings, visits and field excursions organised by the Society will be free of charge to Members, and research symposia will be subject to a Registration fee at a concessionary rate. Children under 16 years must be accompanied by an adult.

- 16.3 All Members will receive all programmes, syllabuses and newsletters published by the Society, and will be entitled to purchase the Society's

scientific journal, Plant Ecology and Diversity at a discounted rate. Members have the right to consult the Library and Herbarium at the Royal Botanic Garden Edinburgh by prior appointment.

- 16.4 Existing Life Memberships will continue to be honoured
- 16.5 The annual Membership subscriptions shall be payable on or before 1 October in each year.
- 16.6 Council may vary the amount of the annual Membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.
- 16.7 If the Membership subscription payable by any Member remains outstanding more than 12 weeks after the date on which it fell due - and providing the Member has been given at least one written reminder - the Council may, by resolution to that effect, expel them from Membership.
- 16.8 A person who ceases (for whatever reason) to be a Member shall not be entitled to any refund of the Membership subscription.

Register of Members.

- 17 The Council must keep a register of Members, setting out
 - 17.1 for each current Member:
 - 17.1.1 their full name and address, normally including an email address;
 - 17.1.2 the date on which he/she/it was registered as a Member of the Society;
 - 17.2 for each former Member - for at least six years from the date on they ceased to be a Member:
 - 17.2.1 their name; and
 - 17.2.2 the date on which they ceased to be a Member.
- 18 The Council must ensure that the register of Members is updated within 28 days of any change:
 - 18.1 which arises from a resolution of the Council or a resolution passed by the Members of the Society; or
 - 18.2 which is notified to the Society.
- 19 If a Member or Charity Trustee of the Society requests a copy of the register of Members, the Council must ensure that a copy is supplied within 28 days, providing the request is reasonable; if the request is made by a Member

(rather than a Charity Trustee), the Council may provide a copy which has the addresses blanked out.

Withdrawal from Membership

- 20 Any person who wishes to withdraw from Membership must give notice of withdrawal to the Society, in writing or by email signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that body; he/she/it will cease to be a Member as from the time when the notice is received by the Society.

Transfer of Membership

- 21 Membership of the Society may not be transferred by a Member.

Expulsion from Membership

- 22 In the event that any Member acts in such a way as to discredit the Society or against the Society's interest the Council may recommend to the Membership that they be expelled.

Any person or body may be expelled from Membership by way of a resolution passed by not less than two thirds of those present and voting at a Members' meeting, providing the following procedures have been observed:-

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

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 23 The Council must arrange a meeting of Members (an Annual General Meeting or "AGM") in each calendar year.
- 24 The gap between one AGM and the next must not be longer than 15 months.
- 25 Notwithstanding clause 23, an AGM does not need to be held during the calendar year in which the Society is formed; but the first AGM must still be held within 15 months of the date on which the Society is formed.
- 26 The business of each AGM must include:-
- 26.1 a report by the chair on the work of the Society during the year;
- 26.2 consideration of the annual accounts of the Society;

26.3 the election/re-election of Charity Trustees, as referred to in clauses 54 to 57.

26.4 Determination of Subscription Rates

26.5 Any other competent business

Special General Meeting

27 The Council may arrange a special Members' meeting (hereafter referred to as a Special General meeting or "SGM") at any time.

Power to request the Council to arrange a Special General Meeting

28 The Council must arrange a Special General Meeting if they are requested to do so by a notice, which may take the form of two or more documents in the same terms, each signed by one or more Members (or, in the case of a Member which is a corporate body, signed by an appropriate officer of that body) who amount to 5% or more of the total Membership of the Society at the time providing:

28.1 the notice states the purposes for which the meeting is to be held; and

28.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

29 If the Council receives a valid notice under clause 28, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of Members' meetings (AGM or SGM)

30 At least 14 clear days' notice must be given of any AGM or SGM.

30.1 All members' meetings may be in person and/or via a suitably secure form of electronic means by which all participants can both hear and be heard.

31 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and

31.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

31.2 in the case of any other resolution falling within clause 42 (requirement for two-thirds majority) must set out the exact terms of the resolution.

32 The reference to "clear days" in clause 30 shall be taken to mean that, in calculating the period of notice,

- 32.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 32.2 the day of the meeting itself should also be excluded.
- 33 Notice of every meeting of Members must be given to all the Members of the Society, and to all the Charity Trustees; but the accidental omission to give notice to one or more Members shall not invalidate the proceedings at the meeting.
- 34 Any notice which requires to be given to a Member under this constitution must be: -
- 34.1 sent by post to the Member, at the address last notified by the Member to the Society; or
- 34.2 sent by e-mail to the Member, at the e-mail address last notified by Member to the Society.

Procedure at Members' meetings (AGM or SGM)

- 35 No valid decisions can be taken at any Members' meeting unless a quorum is present.
- 36 The quorum for a Members' meeting is 15 Members, present in person or (in the case of Members which are corporate bodies) present via their authorised representatives or a proxy for a Member.
- 37 If a quorum is not present within 15 minutes after the time at which a Members' meeting was due to start - or if a quorum ceases to be present during a Members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 38 The chair of the Council should act as chairperson of each Members' meeting.
- 39 If the chair of the Council 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 (AGM or SGM)

- 40 Every Member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally by a Member (or in the case of a Member which is a corporate body given by its authorised representative) present at the meeting or by a proxy for a Member, or by post using the official ballot paper, or by email, or using the facilities provided on the Society's web site.

- 40.1 A Member which is a corporate body shall be entitled to authorise an individual to attend and vote at Members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual Member of the Society

Proxy voting

- 40.2 A Member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the Society, prior to the time when the meeting commences, a written proxy form, signed by him/her.
- 40.3 A proxy need not be a Member of the Society.
- 40.4 A Member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 40.5 A proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the Member who appointed him/her to speak at the meeting

Postal and email voting

- 40.6 A Member who wishes to vote by post can request an official ballot paper no later than 7 days before the date of the meeting.
- 40.7 A Member who wishes to vote by email must use their email account that is registered with the Society.
- 41 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 42.
- 42 The following resolutions will be valid only if passed by not less than two thirds of all those voting on the resolution at a Members' meeting, including votes by proxy, by post and by email (or if passed by way of a written resolution under clause 46):
- 42.1 a resolution amending the constitution;
- 42.2 a resolution expelling a person from Membership under clause 22;
- 42.3 a resolution directing the Council to take any particular step (or directing the Council not to take any particular step);
- 42.4 a resolution approving the amalgamation of the Society with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 42.5 a resolution to the effect that all of the Society'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);

- 42.6 a resolution for the winding up or dissolution of the Society.
- 43 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.
- 44 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 and entitled to vote, whether as Members or as proxies for Members) ask for a secret ballot.
- 45 The chairperson will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting.

Written resolutions by Members

- 46 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.

Minutes

- 47 The Council must ensure that proper minutes are kept in relation to all Members' meetings.
- 48 Minutes of Members' meetings must include a record of the number of Members present, the names of Charity Trustees in attendance and (so far as possible) should be signed by the chairperson of the meeting.

THE COUNCIL

Number of Charity Trustees

- 49 The maximum number of Charity Trustees is 20; out of that, no more than 2 shall be Charity Trustees who were co-opted under the provisions of clauses 57.5 and 57.6.
- 50 The minimum number of Charity Trustees is 6

Eligibility

- 51 A person shall not be eligible for election or appointment to the Council unless that person is a Member of the Society or has been nominated for election or appointment to the Council by a Member which is a corporate body. A person appointed to the Council under clause 58.3 need not, however, be a Member of the Society.
- 52 A person will not be eligible for election or appointment to the Council if he/she is: -

- 52.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- 52.2 an employee of the Society.

Initial Charity Trustees

- 53 The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Society as a SCIO shall be deemed to have been appointed by the Members as Charity Trustees with effect from the date of incorporation of the Society.

Election, retiral, re-election

- 54 At each AGM, the Members may elect any Member (unless that person is debarred from Membership under clauses 51 and 52) to be a Charity Trustee.
- 55 The Council may at any time appoint any Member (unless that person is debarred from Membership under clauses 51 or 52) to be a Charity Trustee.
 - 55.1 A Member which is a corporate body may (subject to clause 55.2) nominate any individual for election/appointment to the Council; that individual shall then be deemed to be a Member of the Society for the purposes of clauses 54 and 55
 - 55.2 No more than one individual nominated under clause 55.1 by each corporate Member may serve as a Charity Trustee at any given time.
- 56 At each AGM, all of the Charity Trustees elected/appointed under clauses 54 and 55 shall retire from office - but shall then be eligible for re-election under clause 54.
 - 56.1 A person who has served on the Council for a period of 3 years shall automatically vacate office on expiry of that 3 year period but shall then be eligible for re-election.

For the purposes of clause 56.1

- 56.2 the period from the date of the formation of the Society to the first Annual General Meeting shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);
- 56.3 the period between the date of appointment of a Charity Trustee and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it shall be disregarded;

- 56.4 the period between one Annual General Meeting and the next shall be deemed to be a period of one year;
- 56.5 if a Charity Trustee ceases to hold office but is reappointed to that office within a period of six months, he/she shall be deemed to have held office as a Charity Trustee continuously.
- 57 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 57.1 he/she advises the Council prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Charity Trustee; or
- 57.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 57.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.
- 57.4 he/she has held the same office for more than 3 years. This rule may be waived in appropriate circumstances on a decision taken by the Membership at the AGM.

Appointment/re-appointment of co-opted Charity Trustees

- 57.5 In addition to their powers under clause 55, the Council may at any time appoint any non-Member of the Society to be a Charity Trustee (subject to clause 49) either on the basis that he/she has been nominated by a body with which the Society has close contact in the course of its activities **or** on the basis that he/she has specialist experience and/or skills which could be of assistance to the Council.
- 57.6 At each AGM, all of the Charity Trustees appointed under clause 57.5 shall retire from office – but shall then be eligible (subject to clause 56.1) for re-appointment under clause 57.5.”

Termination of office

- 58 A Charity Trustee will automatically cease to hold office if: -
- 58.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 58.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
- 58.3 (except in the case of a Charity Trustee appointed under clause 57.5) he/she ceases to be a Member of the Society or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a Member of the Society ;

- 58.4 he/she becomes an employee of the Society;
 - 58.5 he/she gives the Society a notice of resignation, signed by him/her;
 - 58.6 he/she is absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council - but only if the Council resolves to remove him/her from office;
 - 58.7 he/she is removed from office by resolution of the Council on the grounds that he/she is considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clause 76);
 - 58.8 he/she is removed from office by resolution of the Council on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 58.9 he/she is removed from office by a resolution of the Members passed at a Members' meeting.
- 59 A resolution under clauses 58.7, 58.8 or 58.9 shall be valid only if: -
- 59.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 59.2 the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 59.3 (in the case of a resolution under clauses 58.7 or 58.8) at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

Register of Charity Trustees

- 60 The Council must keep a register of Charity Trustees, setting out
- 60.1 for each current Charity Trustee:
 - 60.1.1 his/her full name and address;
 - 60.1.2 the date on which he/she was appointed as a Charity Trustee; and
 - 60.1.3 any office held by him/her in the Society;
 - 60.1.4 the name of the corporate Member which nominated each Charity Trustee (if applicable)

- 60.2 for each former Charity Trustee - for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
- 60.2.1 the name of the Charity Trustee;
 - 60.2.2 any office held by him/her in the Society; and
 - 60.2.3 the date on which he/she ceased to be a Charity Trustee.
- 61 The Council must ensure that the register of Charity Trustees is updated within 28 days of any change:
- 61.1 which arises from a resolution of the Council or a resolution passed by the Members of the Society; or
 - 61.2 which is notified to Council.
- 62 If any person requests a copy of the register of Charity Trustees, the Council 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 Society, the Council may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 63 The Charity Trustees must elect from among themselves a President (who shall normally chair the Council), a Treasurer and a Secretary.
- 64 An individual nominated under clause 55.1 to represent a Corporate Member shall not be eligible to chair any meeting of Members or of Council or to serve as President, Vice President, Treasurer or Secretary
- 65 In addition to the office-bearers required under clause 63, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 66 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 63 or 65.
- 67 A person elected to any office will automatically cease to hold that office: -
- 67.1 if he/she ceases to be a Charity Trustee; *or*
 - 67.2 if he/she gives to the Society a notice of resignation from that office, signed by him/her.

Powers of Council

- 68 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the Council; and the Council may exercise all the powers of the Society.

- 69 A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 70 The Members may, by way of a resolution passed in compliance with clause 42 (requirement for two-thirds majority), direct the Council to take any particular step or direct the Council not to take any particular step; and the Council shall give effect to any such direction accordingly.

Charity Trustees - general duties

- 71 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Society; and, in particular, must:-
- 71.1 seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes;
 - 71.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 71.3 in circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - 71.3.1 put the interests of the Society before that of the other party;
 - 71.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
 - 71.4 ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 72 In addition to the duties outlined in clause 71, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 72.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
 - 72.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
- 73 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest; and (subject to clause 74 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

- 74 No Charity Trustee may serve as an employee (full time or part time) of the Society; and no Charity Trustee may be given any remuneration by the Society for carrying out his/her duties as a Charity Trustee.
- 75 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for Charity Trustees

- 76 Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Council from time to time.
- 77 The code of conduct referred to in clause 76 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Council meetings

- 78 The Council will normally meet 4 times a year to conduct the business of the Society
- 78.1 Meetings may be in person and/or via a suitably secure form of electronic means by which all participants can both hear and be heard.
- 79 Any Charity Trustee may call a meeting of the Council or ask the Hon. General Secretary to call a meeting of the Council.

Notice of Council meetings

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

Procedure at Council meetings

- 81 No valid decisions can be taken at a Council meeting unless a quorum is present; **the quorum for Council meetings is 6 Charity Trustees, present in person.**
- 82 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 81, 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.

- 83 The President of the Society should act as chairperson of each Council meeting.
- 84 If the President is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 85 Every Charity Trustee has one vote, which must be given in person.
- 86 All decisions at Council meetings will be made by majority vote.
- 87 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.
- 88 The Council may, at its discretion, allow any person to attend and speak at a Council meeting notwithstanding that he/she is not a Charity Trustee - but on the basis that he/she must not participate in decision-making.
- 89 A Charity Trustee must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Society; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 90 For the purposes of clause 89: -
- 90.1 an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc.) shall be deemed to be held by that Charity Trustee;
- 90.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, Member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 91 The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees.
- 92 The minutes to be kept under clause 91 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 93 The Council may delegate any of their powers to sub-committees; a sub-committee must include at least one Charity Trustee, but other Members of a sub-committee need not be Charity Trustees.
- 94 The Council may also delegate to the chair of the Society (or the holder of any other post) such of their powers as they may consider appropriate.
- 95 When delegating powers under clause 93 or 94, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council).
- 96 Any delegation of powers under clause 93 or 94 may be revoked or altered by the Council at any time.
- 97 The rules of procedure for each sub-committee, and the provisions relating to Membership of each sub-committee, shall be set by the Council.

Operation of accounts

- 98 Subject to clause 99, the signatures of two out of three signatories appointed by the Council will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Society; at least one out of the two signatures must be the signature of a Charity Trustee.
- 99 Where the Society 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 98.

Accounting records and annual accounts

- 100 The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 101 The Council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 102 If the Society 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.

- 103 Any surplus assets available to the Society immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Society as set out in this constitution.

Alterations to the constitution

- 104 This constitution may (subject to clause 105) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in clause 42) or by way of a written resolution of the Members.
- 105 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 106 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 106.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 106.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 106.1 above.
- 107 In this constitution: -
- 107.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - 107.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.9999