

CONSTITUTION
of
SANDY'S COMMUNITY CENTRE
2021



Sandy's

Community Centre

76 Craigmillar Castle Avenue

Edinburgh EH16 4DW

Tel: 0131 661 4064

Mob: 07504 627 853

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1. Interpretation

In this constitution:

The 2005 Act means the Charities and Trustee Investment (Scotland) Act 2005;
the Accounts Regulations means The Charities Accounts (Scotland) Regulations 2006;

Address means a postal address or, for the purposes of electronic communication, an e-mail address in each case registered with the SCIO;

Area of Benefit means the area forming the catchment area primarily of Castlebrae High School and the Greater Craigmillar Area

Associate Members has the meaning given in clause 10.2.1.2

The Centre means the property at 76 Craigmillar Castle Avenue, Edinburgh, EH16 4DW, or such other property that the SCIO may own or occupy from time to time;

charity means a body which is either a "Scottish charity" within the meaning of section 13 of the 2005 Act or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (**in** either case) that its objects are limited to charitable purposes; **charitable** and **charitable purpose** means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

Full Members has the meaning given in clause 10.2.1.1

Hybrid meeting: a meeting of members of the charity or a meeting of the Management Committee/Trustees at which some of the participants are attending the meeting in person and others are attending **virtually** (see below).

Initial Members means the initial members of the SCIO on its incorporation;

Management Committee means [names of original trustees to be inserted];

Members means the Full Members and the Associate Members;

OSCR means the Office of the Scottish Charity Regulator;

Purposes means the charitable purposes set out in clause 5; and

Trustee has the meaning given in clause 9.1.2.

Virtual meeting: a meeting of members of the charity or the Management Committee/Trustees where arrangements have been made in advance to allow participants to attend by means of conference telephone, video link or other means of electronic communication at which all participants can be heard and hear each other. A person participating in a meeting by such means shall be deemed as attending "virtually".

2. Type of organisation

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

3. Scottish principal office

The principal office of the SCIO will be in Scotland (and must remain in Scotland).

4. Name

The name of the SCIO is Sandy's Community Centre .

5. Purposes

The SCIO's purposes are:-

- 5.1. to advance education and to provide, or assist in, the provision of facilities for recreation or other leisure time occupation, where such provision or assistance:-
 - 5.1.1. is in the interests of social welfare;
 - 5.1.2. is made with the object of improving the conditions of life of the community in the Area of Benefit; and
 - 5.1.3. is in association with relevant organisations and inhabitants of the Area of Benefit; and

6. Powers

The SCIO has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, as stated in section 50(5) of the 2005 Act.

7. Application of income and property

- 7.1. The income and property of the SCIO must be applied solely towards the promotion of its purposes.
- 7.2. No part of the income or property of SCIO is to be paid or transferred (directly or indirectly) to the Members, either in the course of the SCIO's existence or on dissolution, except where this is done in direct furtherance of the SCIO's charitable purposes and in accordance with this constitution and the terms of the 2005 Act.
- 7.3. No Charity Trustee may be given any remuneration by the SCIO for carrying out their duties as a trustee except in accordance with clause 35 below.

8. Liability of members

- 8.1. The Members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, the Members will not be held responsible.
- 8.2. The Members and Trustees have certain legal duties under the 2005 Act; and clause 8.1 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.

9. General structure

- 9.1. The structure of the organisation consists of:
 - 9.1.1. 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 Management Committee and take decisions on changes to the constitution itself; and

- 9.1.2. the TRUSTEES (collectively referred to as the MANAGEMENT COMMITTEE) - who hold regular meetings, and generally control the activities of the SCIO; for example, the Trustees are responsible for monitoring and controlling the financial position of the SCIO.
- 9.2. The people serving on the Management Committee are referred to in this constitution as Trustees.

MEMBERS

10. Qualifications for membership

- 10.1. On incorporation, each individual who submitted to OSCR the application to incorporate the SCIO shall be deemed to be a Full Member.
- 10.2. In addition to the individuals deemed to be admitted as Full Members pursuant to clause 10.1, membership of the SCIO shall open to:-
 - 10.2.1. the following as individual members:-
 - 10.2.1.1. all persons who have attained the age of 16, have a place of work, education or residence in the Area of Benefit or can prove regular participation in centre activities and/or that supports the aims of the SCIO (**Full Members**); and
 - 10.2.1.2. persons nominated to represent any voluntary organisation operating in the Area of Benefit which satisfies the Management Committee that it is an organisation whose objects are of a nature similar to the Purposes and that membership by the said organisation would be of benefit to the SCIO, and which is invited by the Management Committee to become a member and accepts such an invitation (**Associate Members**).
- 10.3. Employees of the SCIO are not eligible for membership.

11. Application for membership

- 11.1. Any person who wishes to become a Member must sign a written application for membership and lodge this with the SCIO; the application will then be considered by the Trustees at the next Trustees' meeting.
- 11.2. The Trustees may, at their discretion, refuse to admit any person to membership.
- 11.3. The Trustees must notify each applicant promptly (in writing or by e-mail) of their decision on whether or not to admit him to membership.

12. Membership subscription

- 12.1. A Membership subscription may be payable at a level to be determined by the Management Committee from time to time-
- 12.2. Any subscriptions payable can be waived by the Management Committee upon request from a member.

13. Register of members

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- 13.1. The SCIO must keep a register of Members, setting out:-
 - 13.1.1. for each current Member:-
 - 13.1.1.1. his/her full name and address; and
 - 13.1.1.2. the date on which she/he was registered as a Member of the SCIO
 - 13.1.2. for each former Member, for at least six years from the date on she/he ceased to be a Member:-
 - 13.1.2.1. his/her name; and
 - 13.1.2.2. the date on which she/he ceased to be a Member.
- 13.2. The Trustees must ensure that the register of Members is updated within 28 days of any change:
 - 13.2.1. which arises from a resolution of the Trustees or a resolution passed by the Members of the SCIO; or
 - 13.2.2. which is notified to the SCIO.
- 13.3. If a Member or Trustee of the SCIO requests a copy of the register of Members, the Trustees must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Trustee), the Trustees may provide a copy which has the addresses blanked out-

14. Termination of membership

- 14.1. Any person who wants to withdraw from membership must give a written notice of withdrawal to the SCIO, signed by him; she/he will cease to be a Member as from the time when the notice is received by the SCIO.
- 14.2. Membership of the SCIO may not be transferred by a Member.
- 14.3. Where the Member is an individual, membership of the SCIO will terminate on death.
- 14.4. Any person may be expelled from Membership by way of a resolution passed by not less than two thirds of those present in person or by proxy and voting at a Members' meeting, providing the following procedures have been observed:-
 - 14.4.1. 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; and
 - 14.4.2. the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed

15. Re-registration of members

- 15.1. The Trustees may, at any time, issue notices to the Members requiring them to confirm that they wish to remain as Members of the SCIO, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Trustees.
- 15.2. If a Member fails to provide confirmation to the Trustees (in writing or by e-mail) that she/he wishes to remain as a Member of the SCIO before the expiry of the 28-day period referred to in clause 15.1, the Trustees may expel him/her from membership.

- 15.3. A notice under clause 15.1 will not be valid unless it refers specifically to the consequences (under clause 15.2) of failing to provide confirmation within the 28-day period.

DECISION-MAKING BY THE MEMBERS

16. Members' meetings

- 16.1. The Trustees must arrange a meeting of Members (an annual general meeting or AGM) attending in person or virtually in each calendar year. The Trustees/Management Committee may call other meetings of Members attending in person or virtually as they think fit. Such meetings may be entirely virtual or hybrid meetings as circumstances allow.
- 16.2. The gap between one AGM and the next must not be longer than 15 months. Such meetings may be entirely virtual meetings or hybrid meetings as circumstances allow and as agreed by the Management Committee/Trustees.
- 16.3. Notwithstanding clause 16.2, an AGM does not need to be held during the calendar year in which the SCIO is formed; but the first AGM must still be held within 15 months of the date on which the SCIO is formed.
- 16.4. The business of each AGM must include:-
- 16.4.1. a report by the chairperson on the activities of the SCIO;
 - 16.4.2. a report by the centre manager;
 - 16.4.3. a report by an independent examiner;
 - 16.4.4. election of the Trustees as referred to in clauses 28.1, 28.2, 29.1 and 29.2;
 - 16.4.5. consideration of the annual accounts of the SCIO; and
 - 16.4.6. any other competent business.
- 16.5. At each AGM and any other Meetings of the Members, all Full Members present shall be entitled to vote. No other person shall be entitled to vote. For the avoidance of doubt, Associate Members shall not be entitled to vote. Voting shall be by show of hands or ballot at the discretion of the Chairperson.
- 16.6. The Trustees may arrange a special Members' meeting at any time.

17. Power to request the Trustees to arrange a special Members' meeting

- 17.1. The Trustees must arrange a special Members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more Members) by the greater of at least 10 Full Members or 10% of the total number of Full Members of the SCIO at the time, providing:
- 17.1.1. the notice states the purposes for which the meeting is to be held; and
 - 17.1.2. those purposes are not inconsistent with the terms of this constitution, the 2005 Act or any other statutory provision.
- 17.2. If the Trustees receive a notice under clause 17.1, 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.

18. Notice of Members' meetings

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- 18.1. At least 14 clear days' notice must be given of any AGM or any special Members' meeting.
- 18.2. The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting and:-
 - 18.2.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 18.2.2. in the case of any other resolution falling within clause 20.3 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 18.3. The reference to clear days in clause 18.1 shall be taken to mean that, in calculating the period of notice,
 - 18.3.1. the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 18.3.2. the day of the meeting itself should also be excluded.
- 18.4. Notice of every Members' meeting must be given to all Full and Associate Members of the SCIO, 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. Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact, and include details of the means by which a person may attend the meeting virtually.
- 18.5. Any notice which requires to be given to a Member under this constitution must be:
 - 18.5.1. sent by post to the Member, at the address last notified by him/her to the SCIO; or
 - 18.5.2. communicated to the Member by electronic means (including but not limited to the sending of a notice to the e-mail address last notified by him/her to the SCIO or the placing of a notice on the website of the SCIO).

19. Procedure at Members' meetings

- 19.1. No valid decisions can be taken at any Members' meeting unless a quorum is present. A person shall be deemed to be present by attending either in person or virtually, where arrangements for virtual attendance have been made.
- 19.2. The quorum for a Members' meeting is the greater of 5 Full Members or 10% of the Full Members entitled to vote either present in person or by proxy. If a quorum:-
 - 19.2.1. is not present within 15 minutes after the time at which a Members' meeting was due to start,
 - 19.2.2. ceases to be present during a Members' meeting, or 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.
- 19.3. The chair of the SCIO should act as chairperson of each Members' meeting.
- 19.4. If the chair of the SCIO 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 Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

20. Voting at members' meetings

- 20.1. Every Full Member has one vote, which must be given personally or by proxy and, for the avoidance of doubt, Associate Members shall not be entitled to vote at Members' Meetings. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have had if attending the meeting in person. A person who is entitled to vote may do so either in person, or virtually where arrangements for virtual attendance have been made.
- 20.2. All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 20.3.
- 20.3. 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 21):
 - 20.3.1. a resolution amending the constitution;
 - 20.3.2. a resolution expelling a person from membership under clause 14.4;
 - 20.3.3. a resolution expelling a person from trusteeship under clause 30.1.8;
 - 20.3.4. a resolution directing the Trustees to take any particular step (or directing the Trustees not to take any particular step);
 - 20.3.5. a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 20.3.6. a resolution to the effect that all of the SCIO'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);
or
 - 20.3.7. a resolution for the winding up or dissolution of the SCIO.
- 20.4. 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.
- 20.5. 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 in person or by proxy at the meeting and entitled to vote) ask for a secret ballot. Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually, or as a hybrid, shall include means for those attending virtually to cast their votes secretly.
- 20.6. The chairperson will decide how any secret ballot is to be conducted, and she/he will declare the result of the ballot at the meeting.

21. Proxies

- 21.1. A Full Member who wishes to appoint a proxy to vote on his/her behalf at any Members' meeting:
 - 21.1.1. must give to the SCIO a proxy form (in such terms as the Trustees require), signed by him; or
 - 21.1.2. must send by electronic means to the SCIO at the email address notified to the Members for that purpose, a proxy form (in such terms as the Trustees require); providing (in either case) the proxy form is received by the SCIO at the relevant address not less than 48 hours before the time for holding the Members' meeting.

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- 21.2. An instrument of proxy which does not comply with the provisions of clause 21.1, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 21.3. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 21.4. A proxy must be a Member of the SCIO.
- 21.5. Subject to clause 21.6, in relation to each resolution proposed at a Members' meeting, an individual shall not be entitled to cast more than one vote as a proxy (in addition to any vote to which he/she is entitled personally, if he/she is a Member of the SCIO).
- 21.6. Where Members have appointed the chair of a Members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether he/she should vote on their behalf in favour of, or against, each resolution - the provisions of clause 21.5 shall not apply in relation to the chair, in acting as proxy for those Members.
- 21.7. A proxy appointed to attend and vote at any Members' meeting instead of a Member shall have the same right as the Member who appointed him/her to speak at the meeting.

22. Written resolutions by members

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.

23. Minutes

- 23.1. The Trustees must ensure that proper minutes are kept in relation to all Members' meetings.
- 23.2. 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. The minutes of a meeting shall record the names of all persons attending the meeting without distinction between those attending in person and those who attended virtually. The Trustees shall make available copies of the minutes referred to in clause 23.1 to any member of the public requesting them; but on the basis that the Trustees may exclude confidential material to the extent permitted under clause 38.4.
- 23.3. The Trustees shall make available copies of the minutes referred to in clause 23.1 to any member of the public requesting them; but on the basis that the Trustees may exclude confidential material to the extent permitted under clause 38.4

TRUSTEES

24. The Role of the Trustees

The Management Committee shall have sole responsibility for the formulation of the policy and the general management of the Centre; but without prejudice to the foregoing generality:-

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- 24.1. the Management Committee shall where it is appropriate to do so have regard to any guidance and policy relating to the operation and functioning of CommunityCentres;
- 24.2. the Management Committee will have executive control of the Centre;
- 24.3. the Management Committee shall be assisted in the administration of the Centre by Centre Manager; and
- 24.4. the Management Committee shall have the power to delegate any of their responsibilities and duties to a sub committee appointed by, and responsible to the Management Committee.

25. Initial Trustees

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

26. Number of Trustees

- 26.1. The maximum number of Trustees is nine.
- 26.2. The minimum number of Trustees is three.
- 26.3. The Trustees shall comprise Nine Full Members elected annually at the Annual General Meeting;

27. Eligibility

- 27.1. Only Full Members shall be eligible to stand for the Management Committee'
- 27.2. A person will not be eligible for election or appointment as a Trustee if she/he is:-
 - 27.2.1. disqualified from being a Trustee under the 2005 Act; or
 - 27.2.2. an employee of the SCIO.

28. Election, retiral, re-election of Trustees

- 28.1. At each AGM, the Members may elect any Member (unless she/he is debarred from membership under clause 27) to be a Trustee.
- 28.2. The Trustees may at any time appoint any Member (unless she/he is debarred from membership under clause 27) to be a Trustee.
- 28.3. At each AGM, all of the Trustees required to retire under clause 28.4(and, in the case of the first AGM, those deemed to have been appointed under clause 25) shall retire from office - but shall then be eligible for re-election under clause 28.5.
- 28.4. Each Trustee appointed shall serve a term of three years from the date of appointment and shall then retire but may be eligible for re-election.
- 28.5. A Trustee retiring at an AGM will be deemed to have been re-elected unless:-
 - 28.5.1. He/she advises the Trustees prior to the conclusion of the AGM that she/he does not wish to be re-appointed as a Charity Trustee; or
 - 28.5.2. an election process was held at the AGM and she/he was not among those elected/re-elected through that process; or
 - 28.5.3. a resolution for the re-election of that Trustee was put to the AGM and was not carried.

28.6. Trustees shall be eligible to stand for a maximum of nine years.

29. Appointment/re-appointment of co-opted Trustees

29.1. In addition to their powers under clause 28.2, the Trustees may at any time appoint any non-member of the SCIO to be a Trustee {subject to clause 26.1, and providing she/he is not debarred from membership under clause 27.2) on the basis that she/he has specialist experience and/or skills which could be of assistance to the Trustees.

29.2. At each AGM, all of the Trustees appointed under clause 29.1 shall retire from office but shall then be eligible for re-appointment under clause 28.5 and subject to clause 28.6.

30. Termination of office

30.1. A Trustee will automatically cease to hold office if:-

30.1.1. He/she becomes disqualified from being a Trustee under the 2005 Act;

30.1.2. He/she becomes incapable for medical reasons of carrying out her/his duties as a Trustee but only if that has continued (or is expected to continue) for a period of more than six months;

30.1.3. {in the case of a Trustee elected/appointed under clause 28.1) she/he ceases to be a Member of the SCIO;

30.1.4. He/she becomes an employee of the SCIO;

30.1.5. He/she gives the SCIO a notice of resignation, signed by him/her;

30.1.6. He/she is absent (without good reason, in the opinion of the Trustees) from more than three consecutive meetings of the Trustees - but only if the Trustees resolve to remove him/her from office;

30.1.7. He/she is removed from office by resolution of the Trustees on the grounds that she/he is considered to have been in serious or persistent breach of the Code of Conduct for Trustees, or her/his duties under section 66(1) or (2) of the 2005 Act; or

30.1.8. He/she is removed from office by a resolution of the Members passed at a Members' meeting.

30.2. A resolution under paragraph 30.1.7 or 30.1.8 shall be valid only if:

30.2.1. the Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for her/his removal is to be proposed;

30.2.2. 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, and

30.2.3. (in the case of a resolution under paragraph 30.1.7) at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

31. Register of Charity Trustees

31.1. The SCIO must keep a register of Trustees, setting out:-

31.1.1. for each current Trustee:-

- 31.1.1.1. his/her full name and address;
 - 31.1.1.2. the date on which she/he was appointed as a Trustee; and
 - 31.1.1.3. any office held by him/her in the SCIO.
 - 31.1.2. for each former Trustee - for at least 6 years from the date on which she/he ceased to be a Trustee:-
 - 31.1.2.1. the name of the Trustee;
 - 31.1.2.2. any office held by him/her in the SCIO; and
 - 31.1.2.3. the date on which she/he ceased to be a Trustee.
- 31.2. The Trustees must ensure that the register of Trustees is updated within 28 days of any change:-
 - 31.2.1. which arises from a resolution of the Management Committee or a resolution passed by the Members of the SCIO; or
 - 31.2.2. which is notified to the SCIO.
- 31.3. If any person requests a copy of the register of 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 Trustee of the SCIO, the Trustees 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.

32. Office-bearers

- 32.1. The Trustees must elect {from among themselves) a chairperson, a treasurer and a secretary.
- 32.2. In addition to the office-bearers required under clause 32.1, the Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 32.3. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 32.1.
- 32.4. A person elected to any office will automatically cease to hold that office:
 - 32.4.1. if she/he ceases to be a Charity Trustee; or
 - 32.4.2. if she/he gives to the SCIO a notice of resignation from that office, signed by him/her.

33. Powers of Trustees

- 33.1. Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the Management Committee; and the Management Committee may exercise all the powers of the SCIO.
- 33.2. A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.
- 33.3. The Members may, by way of a resolution passed in compliance with clause 20.3 (requirement for two-thirds majority), direct the Trustees to take any particular step or direct the Management Committee not to take any particular step; and the Management Committee shall give effect to any such direction accordingly.

34. Trustees - general duties

- 34.1. Each of the Trustees has a duty, in exercising functions as a Trustee, to act in accordance with the relevant charity laws and the Code of Conduct formally agreed and adopted by the Management Committee/Trustees, in the interests of the SCIO; and, in particular, must:-
- 34.1.1. seek, in good faith, to ensure that the SCIO acts in a manner which is consistent with its purposes;
 - 34.1.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 34.1.3. in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:-
 - 34.1.3.1. put the interests of the SCIO before that of the other party; and
 - 34.1.3.2. where any other duty prevents him from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question; and
 - 34.1.3.3. ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act.
- 34.2. In addition to the duties outlined in clause 34.1, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 34.2.1. that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
 - 34.2.2. that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
- 34.3. Provided she/he has declared her/his interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a Trustee will not be debarred from entering into an arrangement with the SCIO in which she/he has a personal interest; and (subject to clause 35 and to the provisions relating to remuneration for services contained in the 2005 Act), she/he may retain any personal benefit which arises from that arrangement.

35. Trustees' remuneration

- 35.1. No Trustee may be given remuneration except in accordance with this clause.
- 35.2. Where a Trustee who is engaged in a profession provides services to the SCIO in their professional capacity she/he may be remunerated for providing professional services to the SCIO provided that:-
- 35.2.1. the arrangement is approved by all of the other Trustees;
 - 35.2.2. the Trustee concerned shall not participate at any meeting of the Trustees at which the arrangement or remuneration is under discussion; and
 - 35.2.3. at no time shall a majority of Trustees benefit under this clause 35.2, and any such payment must only be made in the circumstances permitted by section 67 of the 2005 Act.
- 35.3. No Trustee may serve as an employee of the SCIO.
- 35.4. The Trustees may be paid all 'out of pocket' travelling and other expenses reasonably incurred by them in connection with carrying out their duties which may include expenses relating to their attendance at meetings.

DECISION-MAKING BY THE TRUSTEES

36. Notice of Trustee meetings

- 36.1. Any Trustee may call a meeting of the Trustees or ask the secretary to call a meeting of the Trustees.
- 36.2. At least 7 days' notice must be given of each Trustees' meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

37. Procedure at Trustee meetings

- 37.1. No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for a Management Committee meeting is a 3 Trustees present in person.
- 37.2. If at any time the number of Trustees in office falls below the number stated as the quorum in clause 37.1, the remaining Trustees will have power to fill the vacancies or call a Members' meeting - but will not be able to take any other valid decisions.
- 37.3. The chair of the SCIO should act as chairperson of each Management Committee meeting.
- 37.4. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 37.5. Every Trustee has one vote, which must be given personally.
- 37.6. All decisions at Management Committee meetings will be made by majority vote.
- 37.7. 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.
- 37.8. The Trustees may, at its discretion, allow any person to attend and speak at a Management Committee meeting notwithstanding that she/he is not a Trustee - but on the basis that she/he must not participate in decision-making.
- 37.9. A 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 she/he has a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; she/he must withdraw from the meeting while an item of that nature is being dealt with.
- 37.10. For the purposes of clause 37.9:-
 - 37.10.1. an interest held by an individual who is connected with the Trustee under section 68(2) of the 2005 Act shall be deemed to be held by that Trustee;
 - 37.10.2. a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which she/he is an employee, director, Member of the management committee, officer or elected representative has an interest in that matter.

38. Minutes

CONSTITUTION OF SANDY'S COMMUNITY CENTRE (THE SCIO)

- 38.1. The Trustees must ensure that proper minutes are kept in relation to all Management Committee meetings and meetings of sub-committees.
- 38.2. The minutes to be kept under clause 38.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 38.3. The Trustees shall (subject to clause 38.4) make available copies of the minutes referred to in clause 38.1 to any member of the public requesting them.
- 38.4. The Trustees may exclude from any copy minutes made available to a member of the public under clause 38.3 any material which the Trustees 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 SCIO or on the basis that the material contains reference to employees or other matters which it would be inappropriate to divulge.

ADMINISTRATION

39. Delegation to sub-committees

- 39.1. The Trustees may delegate any of their powers to sub-committees; a subcommittee must include at least one Trustee, but other Members of a subcommittee need not be Trustees.
- 39.2. The Trustees may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
- 39.3. When delegating powers under clause 39.1 or 39.2, the Trustees must set out appropriate conditions (which must include an obligation to report regularly to the Trustees).
- 39.4. Any delegation of powers under clause 39.1 or 39.2 may be revoked or altered by the Trustees at any time.
- 39.5. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Trustees.

40. Operation of accounts

- 40.1. Subject to clause 40.2, the signatures of two signatories appointed by the Trustees will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the SCIO.
- 40.2. Where the SCIO 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 40.1.

41. Accounting records and annual accounts

- 41.1. The Trustees must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 41.2. The financial year of the SCIO shall run from 1 April to 31 March each year.
- 41.3. The Trustees must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Trustees consider that an audit would be appropriate for some other reason), the

Trustees should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

42. Winding-up

- 42.1. If the SCIO 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 2005 Act.
- 42.2. Any surplus assets available to the SCIO 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 SCIO as set out in this constitution.

43. Alterations to the constitution

- 43.1. This constitution may (subject to clause 43.2) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the two thirds majority referred to in clause 20.3) or by way of a written resolution of the Members.
- 43.2. The 2005 Act prohibits taking certain steps (including change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of OSCR.