

**CONSTITUTION**  
**OF**  
**TRADITIONAL ARTS AND CULTURE SCOTLAND**

## Table of Contents

Table of Contents.....	1
Name & Principal Office.....	3
Charitable Purposes.....	3
Powers.....	4
Restrictions on the use of income and property.....	4
Liability of Member Organisations.....	4
General Structure.....	4
MEMBERSHIP.....	5
Admission to Membership.....	5
Member Organisation Commitment.....	5
Conduct of Member Organisations.....	5
Membership subscription.....	5
Register of Member Organisations.....	5
Withdrawal from membership.....	6
Transfer of membership.....	6
Expulsion from membership.....	6
DECISION-MAKING BY THE MEMBERS.....	7
Member Organisation Meetings.....	7
Annual General Meetings (AGM).....	7
Power to request the Board to arrange a special Member Organisation Meetings.....	8
Notice for Annual or Extraordinary General Meetings.....	8
Procedure at AGM & EGM.....	9
Voting at Member Organisations' Meetings.....	9
Written Resolutions.....	10
Minutes of Member Organisations' Meetings.....	11
BOARD OF TRUSTEES.....	11
Eligibility.....	11
Composition of Board.....	12
Election of Charity Trustees by the Member Organisations.....	12
Election of Co-Opted Charity Trustees by the Board.....	13
Termination of office.....	13
Register of Charity Trustees.....	14

Office-bearers.....	15
Powers of Board.....	15
Charity Trustees – General Duties.....	15
Code of conduct for Charity Trustees.....	16
DECISION-MAKING BY THE CHARITY TRUSTEES.....	16
Notice of Board meetings.....	16
Procedure at Board meetings.....	17
Minutes.....	18
ADMINISTRATION.....	18
Delegation to sub-groups.....	18
Operation of accounts.....	19
Accounting records and annual accounts.....	19
MISCELLANEOUS.....	19
Alterations to the constitution.....	19
Interpretation.....	19

## **GENERAL**

### **Name & Principal Office**

- 1 The SCIO is called “TRADITIONAL ARTS AND CULTURE SCOTLAND” and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.

### **Charitable Purposes**

- 2 The SCIO will operate as a charitable organisation and its purposes are:
  - 2.1 To increase knowledge and understanding of Scotland's culture, traditions, languages and living heritage.
  - 2.2 To advance the practice of the arts in Scotland by:
    - 2.2.1 perpetuating, propagating and developing creative skills grounded in Scotland's cultural traditions of music, storytelling, dance, song and crafts, and their shared development.
    - 2.2.2 widening access to these creative practices and skills across all sectors of Scottish society and all age groups.
  - 2.3 To advance cultural heritage in Scotland by:
    - 2.3.1 enabling individuals and communities to source, interpret and express their intangible or living heritage as a resource for the arts, lifelong learning, and community life and wellbeing.
    - 2.3.2 fostering cultural exchange and understanding between diverse communities of place, culture, faith and language, and between such minority communities and Scottish society as a whole.
  - 2.4 To increase international understanding of Scotland's living cultural traditions and artistic heritage.
- 3 For the purposes of the clause 2, “Culture” is understood to include artistic expression, heritage education, beliefs, language, customs and ways of life as defined in the UNESCO Universal Declaration on Cultural Diversity (2001).

## **Powers**

- 4 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

## **Restrictions on the use of income and property**

- 5 No part of the income or property of the SCIO may be paid or transferred (directly or indirectly) to the Member Organisations – either in the course of the organisation’s existence or on dissolution – except where this is done in direct furtherance of the SCIO’s charitable purposes.
- 6 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 Charities and Trustee Investment (Scotland) Act 2005.
- 7 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.

## **Liability of Member Organisations**

- 8 The Member Organisations of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO. If the SCIO is unable to meet its debts, the Member Organisations will not be held responsible.
- 9 The Member Organisations and Charity Trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties.

## **General Structure**

- 10 The structure of the SCIO consists of:
  - 10.1 The MEMBER ORGANISATIONS – who have the right to attend and vote at Member Organisations’ Meetings (including the Annual General Meeting) and have important powers under the constitution; in particular, the Member Organisations elect Representatives to serve on the board and take decisions on changes to the constitution itself.
  - 10.2 The BOARD meaning the CHARITY TRUSTEES who serve on the Board, and who collectively hold regular meetings, and generally control the activities of the

organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.

## **MEMBERSHIP**

### **Admission to Membership**

11 Membership shall be open to:

11.1 Organisations whose primary aims include representing and championing of traditions of music, song, storytelling, dance, crafts, customs and local languages.

12 Member Organisations must be incorporated to become a Member of the SCIO.

13 Membership of the SCIO is not open to individuals. Any individuals wishing to join the SCIO shall be encouraged to join one of the Member Organisations of the SCIO.

14 The membership of the SCIO is not open to new Members unless the existing Member Organisations resolves to and approves the organisation.

### **Member Organisation Commitment**

15 All Member Organisations agree to attend regular meetings, (including AGM and EGM) and take an active interest in the operation and development of the SCIO and its activities.

16 Member Organisations have a duty to respect the confidential nature of the activities of the SCIO and shall ensure that they adhere with the Members' Principles and Protocols set by the SCIO from time to time.

17 The SCIO shall support its Member Organisations by ensuring that meetings are accessible and encourage participation.

### **Conduct of Member Organisations**

18 Member Organisations should act in good faith at all times to ensure that the SCIO acts in a manner that is consistent with its purposes.

19 Member Organisations must act in the best interests of the SCIO and according to the Members' Principles and Protocols of the SCIO.

### **Membership subscription**

20 No membership subscription shall be payable.

### **Register of Member Organisations**

21 The board must keep a register of Member Organisations, setting out:

21.1 for each current Member Organisation:

21.1.1 its name and registered office address; and

21.1.2 the date on which it was registered as a member of the SCIO;

21.2 for each former member organisation – for at least six years from the date on which it ceased to be a member:

21.2.1 its name and registered office address; and

21.2.2 The date on which it ceased to be a member.

22 The Board must ensure that the register of Member Organisations is updated within 28 days of any change:

17.1 which arises from a resolution of the Board or a resolution passed by the Member Organisations; or

17.2 which is notified to the organisation.

23 If a Member Organisations or a Charity Trustee of the SCIO requests a copy of the register of members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by the representative of a Member Organisations (rather than a Charity Trustee), the Board may provide a copy which has the addresses and/or other contact details blanked out.

### **Withdrawal from membership**

24 Any Member Organisation which wishes to withdraw from membership must give written notice of withdrawal to the SCIO, signed by an appropriate officer of the Member Organisation; it will cease to be a Member Organisation from the time when the notice is received by the SCIO.

### **Transfer of membership**

25 Membership of the SCIO may not be transferred.

### **Expulsion from membership**

26 Any Member Organisation may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at an AGM or EGM, providing the following procedures have been observed:-

- 26.1 At least 21 days' notice of the intention to propose the resolution must be given to the Member Organisation concerned, specifying the grounds for the proposed expulsion;
- 26.2 The Member Organisation concerned will be entitled to nominate an authorised representative to be heard on the resolution at the members' meeting at which the resolution is proposed.

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

### **Member Organisation Meetings**

- 27 Additional Member Organisations' meetings shall be held as required to further the operation and development of the SCIO. Such Member Organisations' meetings shall be held outwith the Annual General Meeting and Extraordinary General Meeting. The quorum for these meetings shall be at least 50% of the Member Organisations.
- 28 Member Organisations shall appoint representatives to attend, contribute and vote at Members meetings. But for the avoidance of doubt, Member Organisations shall be entitled to one vote which shall be cast by one of the Representatives present at the Meeting.
- 29 The Member Organisation's Representative shall be entitled to exercise the same powers on behalf of the member which they represent as that member could have exercised if it had been an individual member of the organisation.
- 30 If a Member Organisation's Representative is unable to attend any members meeting, they may attend the meeting remotely by video call, telephone, video-link, and other internet VOIP or teleconferencing mechanisms and they shall be included for the purposes of obtaining a quorum. Member Organisations' Meetings may be held virtually in full or in part.
- 31 Member Organisation Meetings that are not the AGM or EGM or meetings where a special resolution (under the terms of clause 52) is being considered, the notice period may be shortened to 7 days.

### **Annual General Meetings (AGM)**

- 32 The Board must arrange a meeting of Member Organisations' (an Annual General Meeting or "AGM") in each calendar year.
- 33 Notwithstanding clause 32, 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 SCIO is formed.
- 34 The gap between one AGM and the next must not be longer than 15 months.



- 35 The business of each AGM must include:-
- 35.1 A report by the chair on the activities of the SCIO;
  - 35.2 Consideration of the audited annual accounts of the SCIO;
  - 35.3 The election/re-election of Charity Trustees;
- 36 The Board may arrange a special Member Organisations' meeting at any time providing 14 days' notice. Such meetings shall be referred to as Extraordinary General Meetings (EGM).
- 37 If a Member Organisation is unable to attend the AGM or an EGM, they may appoint their Representative who may attend the meeting remotely by video call, telephone, video-link, and other internet VOIP or teleconferencing mechanisms and they shall be included for the purposes of obtaining a quorum.
- 38 AGM or EGM may be held fully or in part virtually using the methods outlined in the preceding clause.

#### **Power to request the Board to arrange a special Member Organisations' Meeting**

- 39 The Board must arrange a special Member Organisation meeting if they are requested to do so by a notice signed by the Representatives of at least one of the Member Organisations (which amounts to at least 5% of the membership), providing:
- 39.1 The notice states the purposes for which the meeting is to be held; and
  - 39.2 purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or as amended.
- 40 If the Board receives a notice under clause 39, the date for the meeting which they must arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

#### **Notice for Annual or Extraordinary General Meetings**

- 41 At least 14 clear days' notice must be given for the AGM or EGM.
- 42 The notice calling an AGM or EGM must specify in general terms what business is to be dealt with at the meeting:
- 42.1 In the case of a resolution to alter the constitution, it must set out the exact terms of the proposed alteration(s); or
  - 42.2 In the case of any other resolution requiring a two-thirds majority it must set out the exact terms of the resolution.

43 The reference to “clear days” in clause 41 shall be taken to mean that, in calculating the period of notice:

43.1 The day after the notices is sent by e-mail should be excluded; and

43.2 The day of the meeting itself should also be excluded.

44 Notice of every AGM or EGM must be given to all Member Organisations of the SCIO, their Representatives and to all the Charity Trustees; but the accidental omission to give notice to Member Organisations who may not have updated contact details will not invalidate the proceedings at the meeting.

45 Any notice which requires to be given to a Member Organisation under this constitution must be: -

45.1 sent by post to the Member Organisation, at the address last notified by them to the SCIO; *or*

45.2 Sent by e-mail to the member or to their representative at the e-mail address last notified by them to the SCIO.

#### **Procedure at AGM & EGM**

46 No valid decisions can be taken at AGM or EGM unless a quorum is present.

47 The quorum for a Member Organisations’ meeting is 2 members, present via their Representatives.

48 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.

49 The Chair of the SCIO shall attend and act as the Chairperson of the Meeting. Alternatively, one of the Member Organisations’ Representative may be appointed as Chair of the AGM or EGM.

#### **Voting at Member Organisations’ Meetings**

50 Every Member Organisation has one vote, which must be provided via their authorised Representatives.

51 All decisions at Member Organisations’ Meetings will be made by majority vote – with the exception of the types of special resolution listed in clause 52 which must be passed at an AGM or EGM.

- 52 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting:
- 52.1 A resolution amending the constitution;
  - 52.2 A resolution expelling a Member Organisation;
  - 52.3 A resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
  - 52.4 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);
  - 52.5 A resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
  - 52.6 A resolution for the winding up or dissolution of the organisation.
- 53 A resolution put to the vote at a Member Organisations' Meeting will be decided on a show of hands – unless the Chair (or at least two other Member Organisations' Representatives present at the meeting and entitled to vote) ask for a ballot. Votes may be indicated via virtual means.
- 54 The Chair will decide how any ballot is to be conducted, and they will declare the result of the ballot at the meeting.

### **Written Resolutions**

- 55 Special Resolutions may be passed in writing for the decisions set out in article 53, rather than at a General Meeting, provided that:
- 55.1 A Special Resolution in writing signed by or on behalf of not less than two-thirds of all the members, shall be as valid and effective as if the same had been passed at an AGM or EGM convened and held.
  - 55.2 Written resolutions may not be used either for the removal of a Charity Trustee prior to the expiration of their term of office, or for the removal of an Auditor.
  - 55.3 Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website, at the same time to all Member Organisations and/or the Chair of that Member Organisation along with the date on which it was circulated. A copy of which shall be sent to the Board, if the Special Resolution is proposed by a Member Organisation.

- 56 Where such a written resolution is proposed, it must include the following express statements:
- 56.1 an explanation to the eligible Member Organisations' on how to signify their agreement to the resolution;
  - 56.2 how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail);
  - 56.3 clarification that a failure to reply will be deemed to be a vote against the resolution in question;
  - 56.4 the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the date it was circulated).
- 57 Where such a written resolution is proposed, the following shall apply:
- 57.1 the request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail);
  - 57.2 the request must identify the resolution for consideration;
  - 57.3 any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Member Organisations;
  - 57.4 once a Member Organisations has signed and returned a written resolution in agreement thereto, their agreement is irrevocable.

### **Minutes of Member Organisations' Meetings**

- 58 The Board must ensure that proper minutes are kept in relation to all Member Organisations' meetings.
- 59 Minutes of Member Organisations' meetings must include the names of those present; and (so far as possible) should be signed by the Chair as a true and accurate reflection of the meeting.

### **BOARD OF TRUSTEES**

#### **Eligibility**

- 61 A person will not be eligible for election or appointment to the Board unless they have been nominated for election by a Member Organisation and such individuals will not be eligible for election or if they are:
- 61.1 Disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

61.2 An employee of the organisation.

### **Composition of Board**

60 The Board shall comprise the following individual persons, namely:

60.1 Up to Twelve (12) Charity Trustees 'elected' by the Member Organisations, as follows:

60.1.1 Each Member Organisation shall be allocated Two (2) spaces on the Board, reserved for the Board Members/Trustees/Directors of that Member Organisation.

60.1.2 The Member Organisations may also elect additional individual persons who need not be on their respective Boards, but who could contribute to the purposes of the SCIO, and suitably represent the Membership Organisations on the Board.

60.2 up to Three (3) individual persons 'co-opted' as Charity Trustees by the Board in terms of Clause 65, so as to ensure a spread of skills and experience within the Board.

### **Election of Charity Trustees by the Member Organisations**

61 At each AGM, the Member Organisations shall elect from the Membership Organisations, individuals as outlined in the preceding clauses (providing they are willing to act) to be a Charity Trustee.

62 Charity Trustees shall serve for a Three (3) year term and shall retire from office following the expiry of that term. Those Charity Trustees who are retiring following the Three-year term are eligible for re-election.

63 A Charity Trustees that has served on the board for a period of Three (3) terms or Nine (9) consecutive years shall automatically vacate office on expiry of that Nine (9) year period and shall then not be eligible for re-election unless a further year has passed.

64 A Charity Trustee retiring under Article 62 will be deemed to have been re-elected unless:

64.1 they advise the Board prior to the conclusion of the AGM that they do not wish to be re-elected as a Charity Trustee;

64.2 the SCIO decides not to fill that vacancy;

64.3 an election process was held at the AGM and they were not among those elected/re-elected through that process;

64.4 a resolution to remove a Charity Trustee was put to the AGM and was carried.

### **Election of Co-Opted Charity Trustees by the Board**

- 65 The Board may at any time appoint any individual to be a Charity Trustee (a “Co-opted Charity Trustee”) providing they are willing to act, on the basis that they have specialist skills which would be of assistance to the Board.
- 66 Co-opted Charity Trustees shall have the same terms in office as the Charity Trustees that are elected by the Member Organisations, as outlined in Clauses 62-64.

### **Termination of office**

- 67 A Charity Trustee will automatically cease to hold office if: -
- 67.1 they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 67.2 they are nominated by a Member Organisation and the Member Organisation which nominated them ceases to be a member of the SCIO;
  - 67.3 they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 67.4 they become an employee of the SCIO, or an employee of a Member Organisation;
  - 67.5 they provide the SCIO a notice of resignation, signed by them;
  - 67.6 they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board – but only if the Board resolves to remove them from office;
  - 67.7 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the SCIO rules or any code of conduct or protocols in place for Charity Trustees;
  - 67.8 they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
  - 67.9 they are removed from office by a resolution of the members passed at a Members’ Meeting.
- 68 A resolution under paragraph 67.6, 67.7, 67.8 or 67.9 shall be valid only if: -

- 68.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- 68.2 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
- 68.3 (In the case of a resolution under paragraph 67.7 or 67.8) 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**

- 69 The Board must keep a register of Charity Trustees, setting out:-
  - 69.1 for each current Charity Trustee:
    - 69.1.1 full name and address;
    - 69.1.2 the date on which they were appointed as a Charity Trustee; and
  - 69.2 any office held by them in the SCIO;
  - 69.3 the name of the Member Organisation which nominated each Charity Trustee.
  - 69.4 for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:
    - 69.4.1 the name of the Charity Trustee;
    - 69.4.2 any office held by them in the SCIO; and
    - 69.4.3 the date on which they ceased to be a Charity Trustee.
- 70 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
  - 70.1 which arises from a resolution of the Board or a resolution passed by the Member Organisations of the SCIO; or
  - 70.2 which is notified to the SCIO.
- 71 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the SCIO, the Board may provide a copy

which has the addresses redacted - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

- 72 The Charity Trustees must elect (from among themselves) a Chair, a Treasurer and a Secretary.
- 73 In addition to the office-bearers required under clause 72, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 74 All of the office-bearers will hold office for a period of Three (3) years and at the conclusion of the third AGM following their appointment, they shall stand down.
- 75 If the Chair ceases to be a Charity Trustee under the terms of 63 during their time as Chairperson, they shall be permitted to remain as the Chairperson until their Three (3) year term has expired.
- 76 A person elected to any office will automatically cease to hold that office: -
- 76.1 if they cease to be a Charity Trustee; *or*
- 76.2 if they give to the SCIO a notice of resignation from that office, signed by them.

### **Powers of the Board**

- 77 Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the SCIO.
- 78 The Member Organisations may, using their reserve powers, direct the Board to take any particular step or direct the Board not to take any particular step. This shall be by way of a resolution passed in compliance with clause 52 (requirement for two-thirds majority), and the Board shall give effect to any such direction accordingly.

### **Charity Trustees – General Duties**

- 79 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the SCIO; and, in particular, must:-
- 79.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
- 79.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;



79.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:

79.3.1 put the interests of the SCIO before that of the other party;

79.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;

79.3.3 Ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

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

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

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

81 Provided they have declared their interest – and has not voted on the question of whether or not the SCIO should enter into the arrangement – a Charity Trustee will not be debarred from entering into an arrangement with the SCIO in which they have a personal interest and they may retain any personal benefit which arises from that arrangement.

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

### **Code of conduct for Charity Trustees**

83 Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) or Protocols prescribed by the Board from time to time.

84 The Code of Conduct referred to in clause 83 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### **Notice of Board meetings**

- 85 Any Charity Trustee may call a meeting of the Board or ask the Secretary (if one is appointed) to call a meeting of the Board.
- 86 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at Board meetings**

- 87 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for board meetings is 50% (or the nearest round number) or 5, whichever is the greater number of the total Charity Trustees.
- 88 If at any time the number of Charity Trustees in office falls below the number stated, 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.
- 89 A Charity Trustee may participate in a meeting of the board by means of a telephone, video conferencing facility or similar communications equipment whereby all the Charity Trustees participating in the meeting can hear each other; a Charity Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting. Board meetings may be held entirely virtually if the Board decide to do so.
- 90 The Chair of the SCIO shall act as the Chairperson of the Board Meetings. 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 Chair) the Charity Trustee present at the meeting shall nominate or delegate the Chair to another Charity Trustee who is willing to act.
- 91 Every Charity Trustee has one vote, which must be given personally or indicated virtually.
- 92 All decisions at Board meetings will be made by majority vote.
- 93 If there are an equal number of votes for and against any resolution, the Chair of the meeting will be entitled to a second (casting) vote.
- 94 The Board may allow any person to attend and speak at a Board meeting notwithstanding that they are not a Charity Trustee - but on the basis that they must not participate in decision-making.
- 95 The Board may take a decision without a Board meeting by indicating to each other by any means, including by electronic means, that they share a common view on a matter.

- 96 A Charity Trustee must not vote at a Board meeting (or at a meeting of a sub-group) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; they must withdraw from the meeting while an item of that nature is being dealt with.
- 97 For the purposes of clause 96: -
- 97.1 an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister, etc) shall be deemed to be held by that Charity Trustee;
- 97.2 A Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 98 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-groups.
- 99 The minutes to be kept under clause 98 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 100 The Board shall make available copies of the minutes referred to in clause 98 to any member of the public requesting them.
- 101 The Board may exclude from any copy minutes made available to a member of the public any material which the Board considers ought properly to be kept confidential – on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **Delegation to sub-groups**

- 102 The Board may delegate any of their powers to sub-groups; a sub-group must include at least one Charity Trustee, but other members of a sub-group need not be Charity Trustees.
- 103 The Board 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.

- 104 When delegating powers under clause 102 or 103, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 105 Any delegation of powers under clause 102 or 103 may be revoked or altered by the Board at any time.
- 106 The rules of procedure for each sub-group, and the provisions relating to membership of each sub-group, shall be set by the Board.

### **Operation of accounts**

- 107 Subject to clause 109, all operations on the bank and building society accounts held by the SCIO are delegated by the Board to the relevant senior management staff, under the guidance of the Finance and Risk Sub-group. Up to 4 signatories may be added to the account(s), of which one must be a Charity Trustee (Treasurer or Chair). Signatories must not be related or members of the same household.
- 108 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 107.

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

- 109 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 110 The Board must instruct senior management staff to prepare or commission annual accounts, complying with all relevant statutory requirements. These accounts may be prepared by an external accountant or accounting firm, as the Board deems fit. If an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor if required.

## **MISCELLANEOUS**

### **Alterations to the constitution**

- 111 This constitution may be altered by resolution of the Member Organisations passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 52).
- 112 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

113 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

113.1 Any statutory provision which adds to, modifies or replaces that Act; and

113.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.

114 In this constitution: -

114.1 "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;

114.2 "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.