ANNEX K - CONSTITUTION

Charities and Trustee Investment (Scotland) Act 2005

Scottish Charitable Incorporated Organisation

Constitution of

Achnamara Community Trust

SCIO

Contents		
General	Definitions, Name, Office, Community Definition, Purposes, Powers, SCIO Structure	Clauses - 1, 2, 3, 4, 5, 6, 7, 8
Members	Memberships, Membership Application, Membership Subscriptions, Re-Registration of Members, Liability, Cessation, Register of Members	Clauses - 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24
Decision-making by members	AGMs, GMs, Chairperson, Quorum. Voting, Proxies, Resolutions, Meeting Adjournment, Organisation Management	Clauses - 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, schedule 1
Board (Charity Trustees)	Interim Board, Composition, Appointment, Vacancy, Junior Representation, General Duties, Code of Conduct, Register of Trustees, Termination, Retiral	Clauses - 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62
Decision-making by the Charity Trustees	Chairperson, Board Meetings, Voting, Sub Committees	Clauses - 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 79
Administration & Finance	Organisation Management, Minutes, Constraints, Personal Interests, Office Bearers, Finances & Accounts, Notices, Indemnity, Alteration to Clauses, Dissolution	Clauses - 40, 41, 78, 80, 81, 82, 83, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

In this constitution, the following definitions apply throughout:

- "**AGM**" means an Annual General Meeting.
- "**Board**" means the Board of Charity Trustees.
- "**Charity**" means a body entered in the Scottish Charity Register as defined under section 106 of the Charities and Trustee Investment (Scotland) Act 2005.
- "**Charity Trustees**" means the persons having the general control and management of the Organisation (the Board).
- "**Circulation Date"** means the date on which copies of the written resolution are sent to the [Ordinary Members], as defined in Article 10.1
- "**Clauses**" means any clause in this constitution.
- "**Clear Days**" means a period excluding the day when notice is given and the day of the meeting.
- "**Community"** means the community area described in Clause 4.
- "**GM**" means a General Meeting. All General Meetings, other than AGMs, shall be called General Meetings.
- "**Group**" means those other organisations (incorporated or not) which are not this Organisation (SCIO).
- "**Individual**" means a human/person.
- "**Land Reform Act 2003**" means the Land Reform (Scotland) Act 2003 and every statutory modification or re-enactment thereof for the time being in force.
- "**Land Reform Act 2016**" means the Land Reform (Scotland) Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
- "**Members**" means those individuals and groups who/which have joined this Organisation.
- "**Organisation**" means the SCIO to whom this Constitution relates.
- "**OSCR"** means the Office of the Scottish Charity Regulator.
- "**Property**" means any property, assets or rights, heritable or moveable, wherever situated in the world belonging to the Organisation.
- "**SCIO**" means Scottish Charitable Incorporated Organisation.
- "**The 2005 Act**" means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
- **"Them", "Their" or "They"** means an individual or a group.

Words importing the singular number only shall include the plural number, and *vice versa;* and words importing the masculine gender only shall include the feminine gender.

These Clauses supersede any model clauses and any regulations pertaining thereto. Subject to the aforesaid, any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

The schedule to this constitution is deemed to form an integral part of this constitution.

Clause Number	Clauses	Explanatory Notes
Clause 1	The name of the Organisation is Achnamara Community Trust SCIO ("**the SCIO**").	This is a requirement under Section 50(1) of the 2005 Act. The name does not have to contain the word 'SCIO' so applicants can delete '[SCIO]' from this section and the front cover if they do not want this in the name. This name should be the same as on the front cover.
Clause 2	The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).	
	Principal Office	
Clause 3	The principal office of the Organisation will be in Scotland (and must remain in Scotland).	**Do not** insert the actual Principal Office address.
	Definition of Community and Purposes	
Clause 4	The Organisation has been formed for the public benefit of the Community of Achnamara as defined by the postcode units PA31 8PS, PA31 8PT, PA31 8PU and PA31 8PX ("**the Community**"), with the Purposes listed in Clause 5 below ("**the Purposes**"), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs).	This is a requirement of sections 34(1A)(a) and 97D(3)(a) of the Land Reform Act 2003 and section 49(3)(a) of the Land Reform Act 2016. A Community must be defined by reference to a postcode unit or units, or a prescribed type of area or areas, or both such units and types of area. The provisions setting out how you can define your Community are found at sections 34(5) and 97D(9) of the Land Reform (Scotland) Act 2003 and section 49(9) of the Land Reform Act 2016 and the associated regulations: the Community Right to Buy (Scotland) Regulations 2015, (regulation 2), the Community Right to Buy (Abandoned, Neglected or Detrimental Land) (Applications, Ballots and Miscellaneous Provisions) (Scotland)

		Regulations 2018 (regulation 17) and the Right to Buy Land to Further Sustainable Development (Eligible Land, Specified Types of Area and Restrictions on Transfers, Assignations and Dealing) (Scotland) Regulations 2020. If your Community is made up of individual postcode units you may wish to list all the postcodes that make up your Community in a schedule, and make reference to that schedule (schedule 2) in this Clause.
	Purposes	
Clause 5	The Organisation's objects are to further the Purposes set out at Clause 5.1 for the benefit of the Community. The Organisation's main purpose is consistent with furthering the achievement of sustainable development.	Sections 34(4) and 97D(6) of the Land Reform Act 2003 and section 49(7) of the Land Reform Act 2016 requires that the main purpose of a Community body be "consistent with furthering the achievement of sustainable development". Entering the SCIO's purposes is a requirement under Section 50(1) of the 2005 Act. Under section 7(4) of the 2005 Act, an organisation which falls within paragraphs (a) and (b) of subsection 7(1) (e.g., one that meets the charity test) does not, despite that subsection, meet the charity test if— a) its constitution allows it to distribute or otherwise apply any of its property (on being wound up or at any other time) for a

		purpose which is not a charitable purpose, b) its constitution expressly permits the Scottish Ministers or a Minister of the Crown to direct or otherwise control its activities, or c) it is, or one of its purposes is to advance, a political party The Purposes below must reflect the aims of the Organisation.
Clause 5.1	The Organisation's Purposes are: 5.1.1 The management of community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment, where "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs 5.1.2 The advancement of citizenship or community development 5.1.3 The advancement of the arts, heritage, culture or science 5.1.4 The provision of recreational facilities or the organisation of recreational facilities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended 5.1.5 The advancement of environmental protection or improvement including the education of the Community about its environment, culture and/ or history	Charitable purposes are listed under section 7(2) of the 2005 Act (and in the associated guidance document created for this SCIO model). If the Purposes are worded exactly as per the 2005 Act and the associated guidance document for this model, this will be acceptable to OSCR. You can select one or more which are likely to be relevant to your Organisation's aims and intended activities. Once your Organisation is a Charity, you can amend, add or remove purposes **but must apply to OSCR for consent** to do so in terms of section 16(a) of the 2005 Act. You should enter your Purposes in the following lines making sure each Purpose is numbered (for example in 5.1 – The prevention of relief of poverty, then in the second row 5.2 –

	5.1.6 The relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage 5.1.7 The provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing 5.1.8 The maintenance, improvement or provision of public amenities 5.1.9 The preservation of buildings or sites of historic or architectural importance 5.1.10 Such other purposes ancillary thereto as may be necessary or desirable for the furtherance of the foregoing purposes.	The saving of lives, and so on). We have supplied space for 6 Purposes, if you need to add extra lines right click the row below 5.6 and select insert row below.
	Powers	
Clause 6	The Organisation has the power to do anything which is calculated to further its Purposes or is conducive or incidental to doing so. In particular, but without limiting the range of powers available under the 2005 Act, the Organisation has the power:	This is a requirement under Section 50(5) of the 2005 Act. The powers are relatively standard and are intended to cover most things you may wish to do to achieve the Purposes. Just because there is a power to do something does not mean that you are obliged to do it. All of the powers can be exercised only in furtherance of the Purposes.
Clause 6.1	To encourage and develop a spirit of voluntary or other commitment by, or co-operation with, Individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes.	

Clause 6.2	To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.	
Clause 6.3	To provide advice, consultancy, training, tuition, expertise and assistance.	
Clause 6.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.	
Clause 6.5	To register an interest in land and to exercise the right to buy land under Part 2 or Part 3A of the Land Reform Act 2003 or to exercise the right to buy land under Part 5 of the Land Reform Act 2016.	This is a requirement of sections 34(1A)(b) and 97D(3)(b) of the Land Reform Act 2003 and of section 49(3)(b) of the Land Reform Act 2016.
Clause 6.6	To purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation	
Clause 6.7	To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Organisation's Property.	
Clause 6.8	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property of the Organisation.	
Clause 6.9	To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.	
Clause 6.10	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Organisation.	
Clause 6.11	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation.	To remain eligible for tax relief, there are limits on the way in which charities can trade - specific advice is needed.
Clause 6.12	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.	
Clause 6.13	To borrow or raise money for the Purposes and to give security in support of any such borrowings by	

	the Organisation and/or in support of any obligations undertaken by the Organisation.	
Clause 6.14	To set aside funds not immediately required as a reserve or for specific Purposes.	
Clause 6.15	To invest any funds which are not immediately required for the activities of the Organisation in such investments as may be considered appropriate, which may be held in the name of a nominee organisation under the instructions of the Board, and to dispose of, and vary, such investments.	
Clause 6.16	To make grants or loans of money and to give guarantees.	
Clause 6.17	To establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Purposes.	
Clause 6.18	To establish, operate and administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not.	
Clause 6.19	To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes and/or activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.	
Clause 6.20	To enter into contracts to provide services to or on behalf of others.	
Clause 6.21	To effect insurance of all kinds (which may include indemnity insurance in respect of Charity Trustees and employees).	
Clause 6.22	To oppose, or object to, any application or proceedings which may prejudice the interests of the Organisation.	
Clause 6.23	To pay the costs of forming the Organisation and its subsequent development.	
	General Structure of the Organisation	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(b)) require details of the organisational structure of the SCIO.
Clause 7	The structure of the Organisation comprises:	
Clause 7.1	**Members** – comprising: a) Ordinary Members (who have the right to attend the AGM and any GM and have important powers under these **Clauses**, who elect people to serve as	**Associate Members and Junior Members at (b) are optional** (although Scottish Ministers encourage you to be inclusive of others

	Charity Trustees and take decisions in relation to any changes to these **Clauses**), and: b) Associate Members and Junior Members; and	including, Groups based in or associated with the Community, and young people who may be able to support the Organisation's Purposes). If the Organisation opts not to have Associate Members or Junior Members then you should ensure any relevant Clause in relation to these Members is removed or updated accordingly.
Clause 7.2	**Charity Trustees** – comprising: a) Elected Charity Trustees and b) Co-opted Charity Trustees who hold regular meetings between each AGM, set the strategy and policy of the Organisation, generally control and supervise the activities of the Organisation and, in particular, are responsible for monitoring its financial position and, where there are no employees appointed, are responsible also for the day-to-day management of the Organisation.	**Appointed and Co-Opted Charity Trustees at (b) are optional** (although Scottish Ministers encourage you to be inclusive of others, including Groups based in or associated with the Community who may be able to support the Organisation's purposes). If the Organisation opts not to have Appointed or Co-Opted Charity Trustees then you should ensure any relevant Clause in relation to these Members is removed or updated accordingly.
Clause 8	The following conditions apply to the structure:	
Clause 8.1	The Organisation shall have not fewer than 10 Members at any time.	The minimum number of Members a SCIO can have is 2 (section 49(2)(c) of the 2005 Act) however, please see below regarding the requirements under the Land Reform Acts It is a requirement sections 34(1A)(c) and 97D(3)(c) of the Land Reform Act 2003 and section 49(3)(c) of the Land Reform Act 2016 to have a **minimum of 10**

		Members. You can have a higher minimum number. An exemption from this limit may be sought from the Scottish Ministers in exceptional circumstances.
Clause 8.2	At least three quarters of the Members of the Organisation are members of the Community.	This is a requirement of sections 34(1A)(d) and 97D(3)(d) of the Land Reform Act 2003 and section 49(3)(d) of the Land Reform Act 2016. This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. Members of the Community are those who meet the criteria under sections 34(5)(b) and 97D(9)(b of the Land Reform Act 2003 and section 49(9)(b) of the Land Reform Act 2016 and clause 10.1 of this constitution.
Clause 8.3	In the event that the number of Members falls below 10 or that at least three quarters of the Members of the Organisation do not consist of members of the Community, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. Members of the Community are those who meet the requirements of sections 34(5)(b) and 97D(9)(b of the Land Reform Act 2003 and section 49(9)(b) of the Land Reform Act 2016 and clause 10.1 of this constitution.
	Membership	This is a requirement under Section 50(2)(a) of the 2005 Act which requires a SCIO's constitution to include provision about who is

		eligible for membership and how they become a member.
Clause 9	The Members of the Organisation shall consist of those Individuals who made the application for registration of the Organisation and such other Individuals or Groups as are admitted to membership under the following Clause 10.	The provisions contained in the following Clauses contribute to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016.
Clause 10	Membership of the Organisation is open to:	
Clause 10.1	**Ordinary Members:** those Individuals aged 16 and over who: (a) are resident in the Community; (b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and (c) support the Purposes.	Community is defined in sections 34(5) and 97D(9) of the Land Reform Act 2003 and section 49(9) of the Land Reform Act 2016. Clause 4 of this constitution defines the Community for this particular SCIO.
Clause 10.2	**Associate Members:** those: a) Individuals who are not eligible to vote in a local government election in a polling district that includes the Community or part of it and b) Groups wherever located who support the Purposes. Associate Members are neither eligible to stand for election to the Board nor to vote at any AGM or GM. Each Member which is a Group shall appoint one named authorised representative (who is an individual person) to represent and act for such Member at all AGMs and GMs. Any change in the appointment of an authorised representative may be made at any time by the appointing Member, but only by written notice to the Organisation. Such notice will take effect upon its receipt by the Organisation.	It is **optional** to have organisations (both incorporated or unincorporated) as Associate Members. If you do not wish to have Groups as Associated Members, you should delete the reference to organisations in article 8.2 and the final paragraph. Please note that unincorporated organisations have no separate legal personality, therefore if an unincorporated organisation wishes to become a Member, an Individual from their organisation must join in their own right, rather than the organisation itself being able to join. If you choose not to have Associate Members, please delete this clause and renumber the remaining sub clauses of clause 10

		accordingly. Thereafter please remove other references to 'Junior Members' throughout.
Clause 10.3	**Junior Members:** those Individuals who: a) are aged between 12 and 15 and b) support the Purposes. Junior Members are neither eligible to become a Charity Trustee by any means nor to vote at any AGM or GM.	**Optional** - this encourages the inclusion of young people. If you choose not to have Junior Members, please delete this clause and renumber the sub clauses of Clause 10 accordingly. Thereafter please remove the references to this clause in Clauses 7, 11 and 12.
Clause 10.4	Declaring that, if a Member ceases to comply with any of the criteria of Clauses 10.1., 10.2 & 10.3 they will be obliged to inform the Organisation and will thereafter have membership reclassified in terms of either Clause 10.1, 10.2 or 10.3 and that if the Organisation becomes aware of changes itself it will so reclassify the Member and notify them accordingly.	
Clause 10.5	Membership of the Organisation may not be transferred by a Member.	This is a requirement under The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation (7)).
	Application For Membership	Section 50(2)(a) of the 2005 Act requires the constitution to make provision for how to become a Member.
Clause 11	Any Individual or Group who/which wishes to become a Member shall in such written form as the Board prescribes, submit a written application for membership (in the case of an incorporated organisation, the application must be signed by an appropriate officer of that Group).	A written application for membership is recommended, which should be a simple form which is signed and dated by the applicant/representative.
Clause 12	The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of **Clauses 10.1, 10.2 or 10.3** apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the	

	applicant is not excluded by virtue of Clause **8.2 or 8.3** or has previously been a Member of the Organisation and continues to be excluded from membership by virtue of Clause **19,** and inform the applicant of the Board's decision.	
	Membership Subscriptions	
Clause 13	The following applies to membership subscriptions:	
Clause 13.1	Members may be required to pay an annual membership subscription; unless and until otherwise determined by the Ordinary Members, the amount of the annual membership subscription shall be £ 0. Members will decide if this amount should change.	**Optional**
	Re-Registration of Members	If you have opted not to have membership subscriptions, then this is a useful way of ensuring you keep your register of Members up to date. You can operate both a register and subscriptions register. If you do opt to have member subscriptions, then this section is not necessary. However, you can use it if it would be helpful. If you choose not to use this clause, please delete and renumber the sub-clauses accordingly.
Clause 14	The Board may, at any time, issue notices to the Members requiring them to confirm that they wish to remain as Members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.	
Clause 15	If a Member fails to provide confirmation to the Board (in writing or by e-mail) that they wish to remain as a Member of the Organisation before the expiry of the 28-day period referred to in clause 14, the Board may expel them from the membership.	
Clause 16	A notice under Clause 14 will not be valid unless it refers specifically to the consequences (under	

	Clause 15) of failing to provide confirmation within the 28-day period.	
	Liability of Members	
Clause 17	The Members of the Organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the Organisation if it is wound up; accordingly, if the Organisation is unable to meet its debts, the Members will not be held responsible.	
Clause 18	The Members and Charity Trustees have certain legal duties under the 2005 Act; and Clause 17 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.	
	Cessation of Membership	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(d)) require details of the process for withdrawal and removal of Members.
Clause 19	A Member shall cease to be a Member if:	
Clause 19.1	being an Individual or Group who/which wants to withdraw from membership, they give a written notice of withdrawal to the Organisation, signed by them (or in the case of a Group who is an incorporated organisation, signed on its behalf by an appropriate officer of that organisation); they will then cease to be a Member from the time when the notice is received by the Organisation;	
Clause 19.2	being a Group, it goes into receivership, liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable);	
Clause 19.4	a resolution that a Member be expelled is passed by a majority of at least two thirds of the Ordinary Members present (including proxy) and voting at a GM, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Charity Trustees, all Members and the office-bearers (if applicable) and also to the Member whose removal is in question, such Member being entitled to be heard at that meeting;	**Optional**

Clause 19.5	being an Individual, they die (the right of membership not being assignable);	
Clause 19.6	failure to comply with the code of conduct for Trustees which would result in the cessation of both Trustee and membership; or	
Clause 19.7	failure to respond to any re-registration request under **Clause 14.**	
	Register of Members	If additional details are retained, the General Data Protection Regulation ("GDPR") may require you to obtain written permission from each Member to hold additional personal data. It is possible to register as a Data Controller on the Information Commissioner's website at www.ico.org.uk
Clause 20	The Board must keep a register of Members, setting out for each current Member: a) their full name; b) their address; and c) the date on which they were registered as a Member of the Organisation.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 5(1) & 5(2) require a register of Members to be kept which includes the information in this Clause.
Clause 21	Where any Member is not an Individual, the register must also contain: a) any other name by which the Member is known; b) the principal contact for the Member; c) any number assigned to it in the register (if it is a Charity); and d) any number assigned to it if it is a company.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 5(3) requires the information in this Clause to be kept where the Member is a Group.
Clause 22	For each former Member, for at least six years from the date on which he/she ceased to be a Member, the register must also contain: a) their name; and b) the date on which they ceased to be a Member.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 5(4) requires that the information in this Clause is kept in relation to former Members.
Clause 23	The Board must ensure that the register of Members is updated within 28 days of receiving notice of any change.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 5(5) require a register of Members is kept up to date.
Clause 24	If a Member or Charity Trustee of the Organisation requests a copy of the register of Members, the	The Scottish Charitable Incorporated Organisation

	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 Member (rather than a Charity Trustee), the Board may provide a copy which has the addresses of the Members blanked out.	Regulations 2011 (regulation 6(1) & 6(2)) require a right to obtain a copy of the register.
	Annual General Meetings	
Clause 25	The Board shall convene an AGM for all Members in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it is held within 15 months from the date on which OSCR enters the Organisation in the Scottish Charity Register. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 8) requires an AGM to be held within 15 months from the date on which OSCR enters the SCIO in the Register and at least once every 15 months thereafter.
Clause 26	The business of each AGM shall include: a) the report by the Chairperson on the activities of the Organisation; b) the election of Charity Trustees; c) fixing of annual subscriptions (if applicable); d) consideration of the accounts of the Organisation; e) the appointment of the auditor (if applicable); and f) the report of the auditor (if applicable).	
	The Provisions with Regard to General Meetings	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation (2)(c)(i)) require provisions for convening meetings.
Clause 27	The following applies to GMs.	
Clause 28	The Board may convene a GM whenever it thinks fit.	
Clause 29	The Board must convene a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 5% of the Ordinary Members, must clearly state the purposes of the meeting and must be delivered to the Principal Office.	
Clause 30	Subject to the terms of Clause 95 the provisions regarding notice of a Meeting are as follows:	
Clause 30.1	At least 14 Clear Days notice must be given of any GM or any special Members' meeting.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation

		8(2)) require 14 days' notice of meetings
Clause 30.2	The notice calling a GM must specify in general terms what business is to be dealt with at the meeting; and a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); b) in the case of any other resolution falling within Clause 38 (requirement for two-thirds majority), must set out the exact terms of the resolution.	
Clause 30.3	Any notice which requires to be given to a Member under this constitution must be: a) sent by post to the Member, at the address last notified by them to the Organisation; or b) sent by e-mail to the Member, at the e-mail address last notified by them to the Organisation.	
Clause 30.4	Notice of every GM must be given to all the Members of the Organisation, and to all the Charity Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.	
	Chairperson of Meetings (AGM & GM)	
Clause 31	The Chairperson of the Organisation shall act as Chairperson of each AGM and GM or if not present or willing the Vice-Chairperson of the Organisation shall act as Chairperson of the meeting. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the meeting within 15 minutes after the time at which the meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that meeting.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016 in terms of ensuring that Members of the Company who are members of the Community have control of the Company
	Quorum at Meetings (AGM & GM)	
Clause 32	The quorum for an AGM or GM shall be the greater of (a) 8 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any meeting unless a quorum is present.	The Scottish Charitable Incorporated Organisation regulations 2011 (regulation (2)(c)(iii)) require rules for the quorum needed for any meeting.

		This provision contributes to ensuring that Members of the Organisation who consist of members of the Community have control of the Organisation in terms sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. You should ensure that the quorum requires a reasonable number of voting Members to attend, but not so many that it might be difficult to achieve. The quorum shown is the minimum suitable under the Land Reform Act 2003 and the Land Reform Act 2016, if you opt to select a minimum of 10 Members at clause 8.1 However, if you are going to have, for example, a minimum of 20 Members at Clause 8.1, then the quorum would need to read "(a) 10 Ordinary Members or (b) 10% of the Ordinary Members".
Clause 33	If a quorum is not present within 15 minutes after the time at which the AGM or GM was due to commence or, if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time, date and place as may be fixed by the Chairperson of the meeting.	
Clause 34	The Board may make any arrangements in advance of any AGM or GM to allow Members to fully participate in such meeting so long as all those participating in the meeting can clearly comprehend each other; a Member participating by any such means other than in person shall be deemed to be present in person at the meeting.	
	Voting at Meetings (AGM & GM)	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation

		(2)(c)(iv)) require provisions for voting procedures. Sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016 require that this Organisation's constitution includes provision to ensure control of the Organisation lies with members of the Community (i.e., the Ordinary Members as defined in Clause 10.1.). The Clauses here help to contribute to compliance with that requirement.
Clause 35	The Chairperson of the AGM or GM shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.	
Clause 36	The provisions regarding voting are as follows:	
Clause 36.1	a) Each Ordinary Member shall have one vote, to be exercised in person or by proxy, by a show of hands; b) Unless a secret ballot is demanded by the Chairperson of the meeting, or by at least two Ordinary Members present or represented by a proxy at the meeting and entitled to vote, in which case a secret ballot may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting; c) This shall be conducted in such a manner as the Chairperson of the meeting may direct and the result of this shall be declared at the same meeting at which the ballot was demanded; d) In that event, the Chairperson of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members.	
Clause 36.2	Associate and Junior Members shall have no vote.	The right to vote can be extended to include those who are not Ordinary Members, provided that there are provisions to ensure that

		members of the Community are always in the majority at all AGMs and GMs. A wider membership may be advantageous for small communities.
Clause 36.3	Whilst actual attendance by Ordinary Members is to be encouraged at meetings, any Ordinary Member shall be entitled to complete one form of proxy to appoint a proxy to attend a meeting on their behalf, in respect of which the following provisions apply:	Proxy voting is **optional**, and is useful should Ordinary Members not be able to attend meetings. Only one proxy vote per Ordinary Member is allowed (if voting is extended to other membership categories than proxy voting should be extended to those categories as well. If you opt not to include proxy voting then Clauses 36.3.1 to 36.3.5 should be removed, with wording here changed to say "there shall be no ability for proxy voting".
	36.3.1 a proxy need not be a Member;	
	36.3.2 a proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed him or her to speak at the meeting and to vote thereat;	
	36.3.3 the form appointing the proxy shall be in terms of schedule 1 annexed to these Clauses;	The template Form for allowing proxy is in schedule 1 at the end of the clauses.
	36.3.4 the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Principal Office not less than 48 hours before the time of the meeting at which the proxy is to be used; and	The notice period described here reflects the requirements under the Act and should not be changed.
	36.3.5 no form of proxy shall be valid more than 12 months from the date it was granted.	
Clause 36.4	In the event of an equal number of votes for and against any resolution, the Chairperson of the meeting shall have a vote in their capacity as an Ordinary Member of the organisation	**Optional** - to give the Chairperson a casting vote, but sensible to avoid deadlock. The Chairperson should only have a casting

		vote if they are, and must be, Ordinary Member.
	Resolutions (AGM & GM)	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation (2)(c)(v)) require provisions for resolutions Sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and 49(3)(e) of the Land Reform Act 2016 require that this Organisation's constitution includes provision under which control of the Organisation lies with members of the Community (i.e., the Ordinary Members as defined in Clause 10.1). The Clauses here help to contribute to compliance with those sections.
Clause 37	Ordinary and special resolutions may be passed in writing, rather than at an AGM or GM, provided that the terms of **Clause 38** are followed.	
Clause 38	At any AGM or GM a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon (including those voting by proxy), except for decisions relating to any of the following special resolutions: a) to alter the name of the Organisation; b) to amend the Purposes; c) to amend these Clauses; d) to wind up the Organisation in terms of Clause 98; e) all other special resolutions. Special resolutions shall require to be decided upon by not less than two thirds of the Ordinary Members present and voting thereon including those voting by proxy (no account therefore being taken of Members who abstain from voting or who are absent from the meeting) or if passed by way of written resolution under Clause 38.3.	**Two-thirds is required** to ensure it is consistent with Section 63 of the 2005 Act and the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011, regulation 3(3).

Clause 38.1	Where such a written resolution is proposed by Ordinary Members, the following provisions shall apply: a) the resolution must be requested by not less than 5% of the voting Ordinary Members ("the Members' request"); b) the request must identify the resolution to be put to the Members and the Board can reject such resolutions, but must provide reasons for doing so to the Members requesting the resolution; c) within 14 days, the Board must circulate the resolution with the express statements referred to: 1. An explanation to the eligible Members as to how to signify their agreement to the resolution; 2. Explanation of how it can be returned to the Organisation; 3. Clarification that a failure to reply will be deemed to be a vote against the resolution in question; and 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 Circulation Date).	
Clause 38.2	An ordinary resolution in writing signed by or on behalf of a simple majority of all the Ordinary Members shall be valid and effective as if the same had been passed at an AGM or GM of the Organisation duly convened and held, provided that the terms of this Clause are followed.	
Clause 38.3	A special resolution in writing **(where such a special resolution relates to Clauses 38(a), (b), (c) or (e)) must be signed by or on behalf of** all the Ordinary Members (i.e., unanimous approval of the Ordinary Members) **and shall be** valid as if it had been passed at a Members' meeting provided that the terms of this Clause are followed; the date of the resolution will be taken to be the date on which the last Member agreed to it.	Section 59, section 61 and Section 63 of the 2005 Act require special resolutions in writing to be passed unanimously by the Ordinary Members if such special resolution relates to the amalgamation of the SCIO, transfer of all its property, rights and liabilities or amendments to the constitution.

	A special resolution in writing (where such a special resolution relates to Clause 38(d)), must be signed by or on behalf of not less than two thirds of all the Ordinary Members, and shall be valid as if the same had been passed at a members' meeting provided that the terms of this Clause are followed; the date of the resolution will be taken to be the date on which the last Member agreed to it.	**Regulation 3(3) of the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011, requires a resolution for dissolution of a SCIO to be passed by at least two-thirds of its members voting at a general meeting or otherwise than at a general meeting of the SCIO.**
	Meeting Adjournment (AGM & GM)	
Clause 39	The Chairperson of an AGM or GM may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the meeting to such time, date and place as he or she may determine.	
	Organisation Management	
Clause 40	The affairs, Property and funds of the Organisation shall be directed and managed by the Board.	
Clause 41	The Board may exercise all such powers of the Organisation and may, on behalf of the Organisation, do all acts as may be exercised and done by the Organisation, other than those required to be exercised or done by the Ordinary Members at an AGM or GM and subject always to these Clauses and to the provisions of the 2005 Act.	
	Interim Board	
Clause 42	Upon incorporation of the Organisation, the following applies with regard to the Interim Board. The Individuals who meet the criteria of Ordinary Members under Clause 10.1 and who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Organisation shall be deemed to have been appointed by the Ordinary Members as Charity Trustees with effect from the date of incorporation of the Organisation.	It is intended that the Interim Board's main function is to act in the brief interlude between incorporation and the fully-elected Board of Charity Trustees.
	Composition of the Board of Charity Trustees	
Clause 43	The number of Charity Trustees shall be not less than three and the total number of Charity Trustees shall not be more than 12.	This is a requirement under Section 50(2)(b) of the 2005 Act, which provides that there

		must be **no less than 3 Trustees**. A maximum number should be inserted (usually no more than twelve), which should tally with the total number of Charity Trustees in terms of sub clauses 44.1, 44.2 & 4.3.
	Appointment of Charity Trustees	It is a requirement under Section 50(2)(b) of the 2005 Act that the constitution makes provision for how Charity Trustees are appointed – Clauses 44 to 48 provide for this.
Clause 44	From and after the first GM of the organisation, the Board shall comprise the following Individuals (a majority of whom shall always be Elected Charity Trustees), namely:	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. However elected, appointed or co-opted, a Charity Trustee, once on the Board, owes his or her duty to the SCIO.
Clause 44.1	up to 10 Individuals elected as Charity Trustees by the Ordinary Members in terms of **Clause 46** ("the Elected Charity Trustees"), who must themselves be Ordinary Members; and	If you wish to provide for a term of three years, the number of Elected Charity Trustees should be one third (to the nearest round number
Clause 44.2	This clause is intentionally left blank.	**Optional** - It is sometimes the case that the local Councillor, or a representative of the Community Council or other appropriate outside body, should have a close tie with the Organisation by having Board representation. This may be a provision to add at a later date. If opting for Appointed Charity Trustees then the

		combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the total number of Elected Charity Trustees (e.g., if you have 6 elected Charity Trustees the maximum number of Appointed & Co-opted Charity Trustees added together cannot be greater than 5).
Clause 44.3	up to 2 Individuals co-opted in terms of **Clause 48** ("the Co-opted Charity Trustees"), so as to ensure a spread of skills and experience within the Board;	**Optional** - Increasingly, this is recognised as an important feature to ensure that the Board has the skills it requires. If opting for Co-opted Charity Trustees then the combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the total number of Elected Charity Trustees (e.g., if you have 6 elected Charity Trustees the maximum number of Appointed & Co-opted Charity Trustees added together cannot be greater than 5).
Clause 44.4	who shall meet as often as necessary to despatch all business of the Organisation and particularly with reference to the restrictions on the quorum for Board meetings specified in Clauses 64 and 65.	
Clause 45	Employees of the Organisation may not be nominated as or become Charity Trustees.	This would need to be amended if the principal employee is to serve on the Board as Co-opted Charity Trustee - see note to Clause 44.3.
	Elected Charity Trustees	
Clause 46	At the first GM held in terms of Clause 42 and 44, the Ordinary Members shall elect up to 10 Elected Charity Trustees, in respect of which the following shall apply:	These provisions contribute towards compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform

		Act 2003 and 49(3)(e) of the Land Reform Act 2016.
Clause 46.1	Provided that the first GM in terms of Clause 42 is held before the first AGM, there shall be no change in or election of Charity Trustees at the first AGM (except to the extent of filling any vacancies in the Board left over after the first GM or caused by any retirals since);	There is no reason to have another set of elections in quick succession during the first year or so when the priority is for the Board to settle effectively into the Organisation's business.
Clause 46.2	at the second and each subsequent AGM, one-third of the Elected Charity Trustees (or the nearest number upwards) shall retire from office;	This retiral by rotation provides a mixture of continuity and new input.
Clause 46.3	a retiring Elected Charity Trustee shall retain office until the close or adjournment of the meeting;	
Clause 46.4	a retiring Elected Charity Trustee shall be eligible for re-election after one term of office, but no Charity Trustee can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;	The recommended number of terms is two (6 years once full rotation has been established) (i.e., a term is 3 full years starting from 1st election until the 4th AGM)
Clause 46.5	if no other Elected Charity Trustee(s) has or have decided or agreed to retire, the Elected Charity Trustees to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Elected Charity Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;	
Clause 46.6	nomination of any Elected Charity Trustee, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Principal Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Charity Trustee if elected; and	
Clause 46.7	election of any Elected Charity Trustee shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Charity Trustees on the Board.	
	Appointed Charity Trustees	**Optional** - But it is sometimes the case that the

		local Councillor, or a representative of the Community Council or other appropriate outside body, should have a close tie with the Organisation by having Board representation. This may be a provision to add at a later date. If opting for Appointed Charity Trustees then the combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the total number of Elected Charity Trustees (e.g., if you have 6 Elected Charity Trustees the max number of Appointed & Co-opted Charity Trustees added together can't be greater than 5).
Clause 47	This clause is intentionally left blank.	
	Co-Opted Charity Trustees	**Optional** - Increasingly, this is recognised as an important feature to ensure that the Board has the skills it requires. If opting for Appointed Charity Trustees then the combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the total number of Elected Charity Trustees (e.g., if you have 6 Elected Charity Trustees the max number of Appointed & Co-opted Charity Trustees added together can't be greater than 5).
Clause 48	Subject to Clause 44.3, up to 2 individuals may be co-opted from time to time by the Board of Trustees itself, as follows:	

Clause 48.1	subject to Clause 48.3, a Co-opted Charity Trustee shall serve until the next AGM after his or her co-option;	
Clause 48.2	a Co-opted Charity Trustee can be re-co-opted at such next AGM;	
Clause 48.3	a Co-opted Charity Trustee can be removed from office at any time by a simple majority of the Board; and	
Clause 48.4	for the avoidance of doubt, a Co-opted Charity Trustee may participate fully in at all Board meetings which they attend, and is eligible to vote at them.	Allowing Co-Opted Charity Trustees the vote is optional. If you do opt to give them the vote, then you must ensure that the Elected Charity Trustees at Board meetings are still in a majority.
	Vacancy & Junior Representation on Board	
Clause 49	The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.	No provision has been made for Alternate Charity Trustees (to serve when one of the primary Charity Trustees is absent) - because, in a Community organisation, the Charity Trustees should only be those who have been elected or appointed to serve and are able to do so.
Clause 49.1	Annually after each AGM, the Board can co-opt a Co-opted Charity Trustee, who is aged between 16 and 25 years, with the specific role of representing the interests of young people in the Community.	**Optional** - These two options for Clause 49.1 enable the young people of the Community to be involved in the Organisation. It is important that this representative be an Ordinary Member to ensure that they are speaking for and voting on behalf of the Community. Option 1 is relevant where there are no Junior Members or where it is felt appropriate to give the representative voting rights on the Board. Using this provision will use one of the overall spaces available for Co-opted Charity Trustees.

	Charity Trustees – General Duties	
Clause 50	Each of the Charity Trustees has a duty, in exercising their functions as a Charity Trustee, to act in the interests of the Organisation; and, in particular, must:	The duties described here reflect the requirements under section 66 of the Act and should not be changed.
Clause 50.1	seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its Purposes;	
Clause 50.2	act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;	
Clause 50.3	in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party; where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question; and	
Clause 50.4	ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act.	
Clause 51	In addition to the duties outlined in Clause 50, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:	
Clause 51.1	that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated;	
Clause 51.2	that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee;	
Clause 51.3	that provided they have declared their interest and have not voted on the question of whether or not the Organisation should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with a Group in which they have a personal interest; and, subject to Clause 51.4 and to the provisions relating to remuneration for services contained in the 2005 Act), they may retain any personal benefit which arises from that arrangement;	
Clause 51.4	no Charity Trustee may serve as an employee (full time or part time) of the Organisation; and no Charity Trustee may be given any	Please see section 67 of the 2005 Act in regards to remuneration.

	remuneration by the Organisation for carrying out their duties as a Charity Trustee.	
Clause 51.5	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	
Clause 52	Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.	
Clause 53	The code of conduct referred to in Clause 52 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 2005 Act; 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.	
	Register of Charity Trustees	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 3(1) & 3(2)) require a register of Trustees to be held containing the information noted in the Clause 54.
Clause 54	The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee: a) the name of the Charity Trustee; b) the address of the Charity Trustee; c) the date on which they were appointed as a Charity Trustee; and d) any office held by them in the organisation.	
Clause 55	Where a Charity Trustee is not an Individual the register must also contain: a) any other name by which the Charity Trustee is known; b) the principal contact for the Charity Trustee; c) any number assigned to it in the register (if it is a Charity); d) any number with which it is registered as a company.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 3(3)) require this information to be held in relation to any Charity Trustee who is not a natural person.

Clause 56	Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act this must be recorded in the register.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 3(4)) require this.
Clause 57	For each former Charity Trustee: for at least six years from the date on which they ceased to be a Charity Trustee the register must contain: a) the name of the Charity Trustee; b) any office held by the Charity Trustee in the Organisation; and c) the date on which they ceased to be a Charity Trustee.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 3(5)) require this.
Clause 58	The Board must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 3(6)) require this.
Clause 59	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 Organisation, the Board may provide a copy which has the addresses blanked out, if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 4) specify this.
	Termination of Charity Trustees Office	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(d) require provision for the withdrawal of Trustees.
Clause 60	A Charity Trustee will automatically cease to hold office if: a) they become disqualified from being a Charity Trustee under the 2005 Act; b) they become incapable for medical reasons of carrying out his/her duties as a Charity Trustee; but only if that has continued (or is expected to continue) for a period of more than six months; c) in the case of a Charity Trustee elected under Clause 46 they cease to be a Member of the Organisation; d) in the case of a Charity Trustee appointed under Clause 47 they cease to be a Member of the appointing Group;	

	e) in the case of a Charity Trustee co-opted under Clause 48 the Board under clause 48.3 vote to end the appointment; f) they become an employee of the Organisation; g) they give the Organisation a notice of resignation, signed by them; h) they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Boar; but only if the Board resolves to remove them from office; i) 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 code of conduct for Charity Trustees (as referred to in Clauses 52 and 53); j) 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 2005 Act; k) they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act; or l) they commit any offence under section 53 of the 2005 Act.	
Clause 61	With reference to Clause 60(i) the following applies:	
Clause 61.1	The Charity Trustee who is the subject of the resolution is to be given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed.	
Clause 61.2	The Charity Trustee concerned is to be given the opportunity to address the meeting at which the resolution is proposed prior to the resolution being put to a vote.	
Clause 61.3	In the case of a resolution under Clause 60(i) at least two thirds of the Charity Trustees then in office are required to vote in favour of the resolution.	
	Retiral of Charity Trustees	
Clause 62	At the second and each subsequent AGM, one-third of the Elected Charity Trustees (or the nearest number upwards) shall retire from office.	
	Chairperson and Vice-Chairperson	

Clause 63	The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chairperson or Vice-Chairperson) to appoint a Chairperson, and if desired a Vice-Chairperson, from the Charity Trustees (both of whom must be Ordinary Members).	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. The Chairperson and Vice-Chairperson must be Ordinary Members to ensure a majority and control by the Community where a casting vote is relevant (Clause 36.4 for Members' meetings and Clause 77 for Board meetings).
	Board Meetings	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(c)(i) & (iii)) require provision for meetings and quorums. Clauses 64 to 74 cover Board meetings.
Clause 64	The quorum for Board meetings shall be not less than 50% of all the Trustees, provided that the Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. The level of the quorum should reflect that Charity Trustees must undertake their obligation to manage the Organisation. The Elected Charity Trustees **must** always outnumber the other Charity Trustees at any meeting of the Board to ensure that the Community is in control.
Clause 65	A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.	
Clause 66	The Board may make any arrangements in advance of any AGM or GM to allow Members to	

	fully participate in such meetings so long as all those participating in the meeting can clearly comprehend each other; a Member participating in any such means other than in person shall be deemed to be present in person at the meeting.	
Clause 67	7 Clear Days notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in clause 38 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.	
Clause 68	All Board meetings other than those of a kind mentioned in clause 67 shall require not less than 7 Clear Days prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.	
Clause 69	On the request of a Charity Trustee the office-bearer shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.	
Clause 70	No alteration of the Clauses and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.	
Clause 71	A resolution in writing (whether one single document signed by all or a sufficient majority of the Charity Trustees, or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Charity Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.	
Clause 72	The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in Clause 43 it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.	
Clause 73	The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.	
Clause 74	The Board may from time to time promulgate, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times	

	to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members /Charity Trustees.	
	Board Meeting Voting	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(c)(iv)) require provision for voting rights of Members and Trustees. Clauses 75 to 77 cover Board meetings.
Clause 75	The Chairperson, whom failing the Vice-Chairperson (if any), shall be entitled to preside as Chairperson of all Board meetings at which they are present. If at any meeting neither the Chairperson nor the Vice-Chairperson is present and willing to act as Chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Charity Trustees may appoint one of the Elected Charity Trustees to be Chairperson of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairperson or Vice-Chairperson will be available.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e)) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016.
Clause 76	The Chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.	
Clause 77	Each Charity Trustee present (and who is eligible to vote) has one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.	
	Minutes	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(c)(ii)) require provisions for keeping records of meetings.
Clause 78	The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all AGMs, GMs, Board meetings and meetings of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the Chairperson of such meeting, or by the Chairperson of the next	

	succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.	
Clause 78.1	Subject to Clause 78.2, the Organisation, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes.	This provision complies with sections 34(1A)(g) and 97D(3)(g) of the Land Reform Act 2003 and section 49(3)(g) of the Land Reform Act 2016.
Clause 78.2	Where such a request is received under Clause 78.1 the Organisation: (a) may withhold information contained in the minutes, and (b) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.	This provision complies with sections 34(1A)(h) and 97D(3)(h) of the Land Reform Act 2003 and section 49(3)(h) of the Land Reform Act 2016.
	Sub-Committees	
Clause 79	The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.	
	Constraints on Payments/Benefits to Members and Charity Trustees	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(e)) require the constitution to outline any circumstances in which remuneration may not be paid to Charity Trustees, which go beyond the restrictions in section 67 of the 2005 Act.
Clause 80	The income and Property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the Members. Any surplus	This contributes to compliances with sections 34(1A)(i) and 97D(3)(i) of the Land Reform Act 2003 and

	income or assets of the Organisation is/are to be applied for the benefit of the Community.	section 49(3)(i) of the Land Reform Act 2016 and is a requirement for any Charity.
Clause 81	No part of the income or Property of the Organisation shall be paid or transferred (directly or indirectly) to the Members of the Organisation, or to any other Individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Clause 82.	This provision contributes to compliance with sections 34(1A)(i) and 97D(3)(i) of the Land Reform Act 2003 and section 49(3)(i) of the Land Reform Act 2016 (surplus funds or assets) and is also a requirement for any Charity.
Clause 82	No benefit (whether in money or in kind) shall be given by the Organisation to any Member or Charity Trustee except the possibility of:	Even though there is the possibility, the Board would need to make a specific decision.
Clause 82.1	repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board of Charity Trustees);	
Clause 82.2	reasonable remuneration to any Member or Charity Trustee in return for specific services actually rendered to the Organisation (not being of a management nature normally carried out by a Trustee of an organisation);	This enables a Charity Trustee to act for example as lawyer, surveyor or accountant to the Organisation, provided that no fee is charged for attending Organisation meetings or for acting as a Charity Trustee, but again must be compliant with the terms of section 67 of the 2005 Act.
Clause 82.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation by any Member or Charity Trustee;	
Clause 82.4	payment of rent at a rate not exceeding the open market rent for property let to the Organisation by any Member or Charity Trustee;	
Clause 82.5	the purchase of property from any Member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any Member or Charity Trustee provided that such sale is at or above market value;	
Clause 82.6	payment by way of any indemnity, where appropriate;	See Clause 96.
Clause 82.7	and in any such event the terms of Clauses 83 to 85 shall specifically apply.	

	Personal Interests & Conflicts of Interest	The Scottish Charitable Incorporated Organisation Regulations 2011 (regulation 2(f)) require provisions for dealing with conflicts of interest.
Clause 83	A Charity Trustee must not vote at a Board 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 Organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with. a) an interest held by an Individual who is "connected" with the Charity Trustee under section 68(2) of the 2005 Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee; b) 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.	Best practice prompts you to have and to abide by these provisions.
Clause 84	Additionally, the Board may resolve at any time to require all Charity Trustees to deliver a notice of relevant interests to the Principal Office, as they arise and at least annually. The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and Members of the Organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.	
Clause 85	Whenever a Charity Trustee finds that there is a personal interest, as defined in Clause 83, they have a duty to declare this to the Board during the meeting in question. It will be up to the Chairperson of the meeting in question to determine:	
Clause 85.1	whether the potential or real conflict simply be noted in the minutes of any relevant meeting, or	

Clause 85.2	whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or	
Clause 85.3	whether the Charity Trustee in question should be required to be absent during that particular element of the meeting and, in terms of Clause 65, where a Charity Trustee leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.	
	Office Bearers	
Clause 86	The Board may appoint office bearers, and on the basis that the term of the appointment, the remuneration (if any) payable to the office bearers, and such conditions of appointment shall be as determined by the Board; the officer bearers may be removed by them at any time.	**Optional** - This could be a Charity Trustee (or perhaps the Convenor of a separate Finance sub-committee). If to be remunerated, the terms of Clauses 51 and 82 would both have to be amended and also a Remuneration Agreement entered into in terms of Section 67 of the 2005 Act.
Clause 87	The Board may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be removed by the Board at any time. Whilst in post, the Treasurer may be required to attend (but shall have no vote at (if not an Elected Charity Trustee) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wishes to keep confidential to itself.	**Optional** - This could be a Trustee (or perhaps the Convenor of a separate Finance Committee). If to be remunerated, the terms of Clauses 51 and 82 would both have to be amended and also a Remuneration Agreement entered into in terms of Section 67 of the 2005 Act.
	Finances & Accounts	These provisions contribute to sections 34(1A)(f) and 97D(3)(f) of the Land Reform Act 2003 and section 49(3)(f) of the Land Reform Act 2016.
Clause 88	The banking account or accounts of the Organisation shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.	
Clause 89	All cheques and other negotiable instruments, and all receipts for monies paid to the organisation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such	

	manner as the Board shall from time to time by resolution determine.	
Clause 90	The Organisation must use and apply its Property in furtherance of its Purposes and in accordance with its constitution.	
Clause 91	The Board shall cause accounting records to be kept for the Organisation in accordance with the requirements of the 2005 Act and other relevant regulations.	
Clause 92	The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the principal officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Charity Trustees.	
Clause 93	The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.	This is a requirement under Section 44(1) of the 2005 Act.
Clause 94	At each AGM, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the organisation). The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than 21 Clear Days before the date of the AGM, be delivered or sent to all Members, Charity Trustees, the office bearers and the auditor, or otherwise be available for inspection on the website or other location of the Organisation (with all Members, Charity Trustees, the Organisation Secretary and the auditor being made aware that they are so available for inspection there).	The 'accounting reference date' is the official name for the year end.
	Notices	
Clause 95	A notice may be served by the Organisation upon any Member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such Member at his or her or its address as appearing in the Register of Members or as last notified by them to the Organisation.	
Clause 95.1	Any notice, whether served by post or otherwise, shall be deemed to have been served on the day after the day on which it was issued.	
	Indemnity	
Clause 96	Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity	In terms of section 68A of the 2005 Act charities are

	Trustees, or Member of any sub-committee, the Organisation office bearers and all employees of the Organisation shall be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Organisation and each of them shall be chargeable only for so much money as they may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.	permitted to use charity funds to provide all their Charity Trustees with indemnity insurance. Section 68A(4)(b) provides that this section has effect despite any provision prohibiting the Charity Trustees receiving any personal benefit from the Charity's fund.
	Alteration to the Clauses	
Clause 97	Any alteration to this constitution should comply with the following conditions:	
Clause 97.1	upon the decision of not less than two thirds of the Ordinary Members present and voting at an AGM or GM (including those by proxy) (or passed unanimously by the Ordinary Members if a written resolution) called specifically (but not necessarily exclusively) for the purpose in terms of clause 38.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016. This is a requirement of Section 63 of the 2005 Act.
Clause 97.2	any changes to the Purposes are subject to written consent being obtained from the OSCR (or its successors) in terms of section 16 of the 2005 Act;	This is requirement if changing purposes under section 16 of the 2005 Act.
Clause 97.3	notify the OSCR (and its successors) of any other changes to the Clauses not covered under Clause 97.2 (i.e., not related to the Purposes) in terms of section 17 of the 2005 Act.	This is a requirement of the 2005 Act if making any changes to the constitution which are not related to the purposes.
Clause 97.4	notify the Scottish Ministers of any alterations to these Clauses.	This provision satisfies - sections 35(1) and 97E(1) of the Land Reform Act 2003 and section 50(1) of the Land Reform Act 2016.
	Dissolution	
Clause 98	The winding-up of the Organisation may take place only on the decision of not less than two thirds of its Ordinary Members who are present and voting at a GM (including those by proxy) called specifically (but not necessarily exclusively) for the purpose.	This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016.

		The Scottish Charitable Incorporated Organisation removal from Register and Dissolution Regulations 2011 (regulation 3(3)) requires two thirds majority.
Clause 99	If, on the winding-up of the Organisation, any Property or assets remain, after satisfaction of all its debts and liabilities, such Property (including any land acquired by it in terms of the Part 2 or Part 3A of the Land Reform Act 2003 or Part 5 of the Land Reform Act 2016) shall be given or transferred to such other community body or bodies or charitable Group as may be: (a) determined by not less than two thirds of the Ordinary Members of the Organisation who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and (b) ensuring such assets are transferred to another body which has purposes which resemble closely the Purposes of the Organisation; (c) approved by the OSCR (or its successors);	The Scottish Charitable Incorporated Organisation Regulations 2011 require that any surplus assets are used for purposes which are the same as or which resemble closely the purposes of the SCIO.
Clause 100	During wind-up the Organisation must notify the Scottish Ministers, through the Scottish Government Rural Directorate (or its successors).	

Schedule 1 – Form of Proxy

The form appointing the Proxy in terms of Clause 36.3.3 shall be in the following terms, adapted as appropriate:

Achnamara Community Trust SCIO

I

.....,

of

.....,

being an Ordinary Member of the above Organisation hereby

appoint

.....,

of

.....,

and, failing him or her,

.....,

of

.....,

as my proxy to vote for me on my behalf at the (Annual General/General) meeting of the

Organisation to be held on ..... and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed ..... day of .....

Signature of Member appointing proxy .....