



**Constitution and Rules of
Dumfries and Galloway Third Sector Interface.
Known as
Third Sector Dumfries and Galloway (TSDG)
Charity Number – SC043832**

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Type of organisation

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

Scottish principal office

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

Name

3. The name of the organisation is Dumfries and Galloway Third Sector Interface.

Purposes

4. The organisation's purposes are:
 - a) The advancement of community development.
 - b) The promotion of the voluntary sector and the effectiveness and efficiency of charities.
 - c) The promotion of volunteering.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, including setting up and operation of trading subsidiaries.
6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members, either in the course of the organisation's existence or on dissolution, except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of members

7. 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.
8. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and Clause 7 does not exclude (or limit)

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any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

9. The structure of the organisation consists of:
 - (a) The MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Board and take decisions on changes to the constitution itself;
 - (b) The ASSOCIATE MEMBERS – who have the right to attend members' meeting (including any annual general meeting), but who do not have any powers under the constitution; and,
 - (c) The BOARD - who 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.
10. The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

Membership

11. Membership shall be open and voluntary and shall comprise the members and associate members.
12. The MEMBERS shall comprise:
 - (a) Incorporated third sector organisations that operate within Dumfries and Galloway provided that they exist for a social purpose, do not distribute profit and are not a statutory body of government or accountable to a Government Minister.
 - (b) Any individual who has been nominated for membership on its behalf by an unincorporated body that has a written constitution and operates within Dumfries and Galloway provided that they exist for a social purpose, do not distribute profit and are not a statutory body of government or accountable to a Government Minister.
13. No more than one individual nominated under Clause 12 (b) by each unincorporated body may be a member of the organisation at any given time.
14. The ASSOCIATE MEMBERS shall comprise:

- (a) Any community organisation (including Community Councils) or volunteer involving organisation that do not comply with the conditions of membership set out in Clause 12, but which support the purposes of Dumfries and Galloway Third Sector Interface.
 - (b) Any other organisation that does not comply with the conditions of membership set out in Clause 12, but that supports the purposes of Dumfries and Galloway Third Sector Interface and which, in the view of the Board, have a purpose that is conducive to the advancement of the third sector.
15. Employees of the organisation are not eligible for membership.

Application for membership

16. An application for membership must be made on a form, which may be electronic, provided for that purpose. The Board shall at its discretion decide what information shall be provided in the application. The application must be signed by an appropriate officer of the applicant.
17. The Board may, at its absolute discretion, refuse to admit any body to membership.
18. Within 21 days of the date of receipt of the application applicants for membership shall be advised either in writing or by electronic means whether their application has been approved or if it is to be referred to a meeting of the Board. If an application is referred to the Board applicants will be notified of the date of the meeting at which the Board will make its decision and will thereafter be advised of the decision.

Membership subscription

19. The MEMBERS at an annual general meeting may decide whether or not an annual membership subscription shall be payable including the method by which subscriptions shall be calculated.
20. The Board at its discretion may introduce and set an annual membership subscription for Associate membership.

Register of members

21. The Board must keep a register of Members and Associate Members setting out for each current category of membership:

- (a) The registered name and address of the organisation, or where the organisation is unincorporated the name of the individual nominated under Clause 12 (b) and the name of the unincorporated organisation that nominated them;
 - (b) The date on which the incorporated organisation or individual was registered as a member of Dumfries and Galloway Third Sector Interface; and
 - (c) For each former member - for at least six years from the date membership ceased – the name of the members and the date on which membership ceased.
22. The Board must ensure that the register of members is updated within 28 days of any change which arises from a resolution of the Board or a resolution passed by the members of the organisation; or which is notified to the Secretary of Dumfries and Galloway Third Sector Interface by the member.
23. If a member or charity trustee of the organisation requests a copy of the register of members, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Secretary may provide a copy which has the contact details blanked out.

Withdrawal from membership

24. Any member that wants to withdraw from membership must give a written notice of withdrawal to the Secretary of Dumfries and Galloway Third Sector Interface, signed by an appropriate officer of that body. Membership will be deemed to have ceased from the date the notice is received by the Dumfries and Galloway Third Sector Interface.
25. An unincorporated body that has nominated an individual for membership may withdraw or amend its nomination at any time by giving written notice to the Secretary of Dumfries and Galloway Third Sector Interface. Such notice must be signed by an appropriate office bearer of that body. Membership will be deemed to have ceased or amended from the date the notice is received by the Dumfries and Galloway Third Sector Interface.

Transfer of membership

26. Membership of the organisation may not be transferred by a member, except as provided for at Clause 25 above.

Re-registration of members

27. 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.

Expulsion from membership

28. Any member may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, provided that:
- (a) At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
 - (b) The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Members' meetings

29. The Board must arrange a meeting of members (an annual general meeting or "AGM") in person, virtually or a hybrid in each calendar year.
30. The board may choose to hold in person, virtual members' meetings or hybrid members' meetings. For clarity the following definitions are used:
- (a) Virtual meeting: a meeting of members of the charity or a meeting of the charity trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.
 - (b) Hybrid meeting: a meeting of members of the charity or a meeting of the charity trustees at which some participants are attending the meeting in person and others are attending virtually.
31. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.
32. The gap between one AGM and the next must not be longer than 15 months.
33. The first AGM must still be held within 15 months of 1st April 2013, being the date on which the organisation was formed.

34. The business of each AGM must include:
- (a) A report by the chair on the activities of the organisation during the preceding year;
 - (b) Consideration of the annual accounts of the organisation, and the report of the Auditors where appropriate;
 - (c) The election/re-election of charity trustees; and
 - (d) Any resolution submitted by the Board or by Members in accordance with the rules.

Power to request the Board to arrange a special members, meeting

35. The Board may arrange a special members' meeting at any time.
36. The Board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, provided that:
- (a) The notice states the purposes for which the meeting is to be held; and
 - (b) Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
37. If the Board receive a notice under Clause 36, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

38. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
39. Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.
40. The notice calling a members' meeting 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 or amend the constitution, must set out the exact terms of the proposed alteration(s) or amendments; or
 - (b) In the case of any other resolution falling within Clause 57 (requirement for two-thirds majority) must set out the exact terms of the resolution.

41. The reference to "clear days" in Clause 38 shall be taken to mean that, in calculating the period of notice:
- (a) The day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) The day of the meeting should also be excluded.
42. Notice of every Members' meeting 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.
43. 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 it to the organisation; or
 - (b) Sent by e-mail to the member, at the e-mail address last notified by it to the organisation.

Procedure at members' meetings

44. No valid decisions can be taken at any members' meeting unless a quorum is present.
45. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.
46. The quorum for a members' meeting is 10 members or 5% of the total membership (whichever is the greater) at the date of the meeting, present via their nominated representatives.
47. 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.
48. The chair of the organisation should act as chairperson of each members' meeting.
49. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

50. Each member shall have one vote.

51. Each member attending meeting shall nominate an individual as their representative and that individual shall be responsible for exercising the member's vote.
52. Voting on written resolutions before a members' meeting shall be by secret ballot. All other matters may be decided by a show of hands of the individuals nominated to vote.
53. A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.
54. Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.
55. Voting on written resolutions may be conducted by postal ballot, by secure electronic means or by ballot taken at a meeting. Voting shall be conducted by a scrutineer and tellers who shall be appointed by the Chair. A resolution agreed to by postal ballot or by secure electronic means by members will be as valid as it had been passed at a member's meeting; the date of the resolution will be the date upon which the last member agreed to it.
56. All decisions, however reached will be made by majority vote; with the exception of the types of resolution listed in Clause 57.
57. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution whether at a members' meeting, by postal ballot or by written resolution/secure electronic voting as permitted by Clause 55 or secure electronic voting:
 - (a) A resolution amending the constitution;
 - (b) A resolution expelling a person from membership under Clause 28;
 - (c) A resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - (d) A resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - (e) 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); and
 - (f) A resolution for the winding up or dissolution of the organisation.
58. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

59. Notwithstanding the above the Chair will decide how any vote or ballot is to be conducted and he/she will declare the result of any vote at the meeting.

Minutes of members meetings

60. The Board shall ensure that proper minutes are kept in relation to all members meetings, and such minutes shall:
- (a) Include the names of those members present and their nominated representative;
 - (b) Be signed by two Charity Trustees who were present at the meeting. So far as is possible the Charity Trustees signing any minute shall include the Chair and Secretary;
 - (c) Be made available to the public on request and/or by publication on the organisations web site(s); and
61. Shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

Number of charity trustees

62. The maximum number of trustees shall be 12.
63. The members shall elect at least 5 trustees to the Board.
- (a) The majority of trustees on the Board must be elected by the membership.
64. The elected trustees may fill any skills gaps on the Board by appointing up to five trustees. Appointed trustees shall serve for one year but may be re-appointed each year.
65. An appointed trustee must retire after serving three years. The appointed trustee shall be eligible for re-appointment after three years from the date they retired.

Eligibility

66. A person will be eligible for election to the Board if they are nominated by a Member. A member may only nominate one person.
67. A person shall not be eligible for election/appointment to the Board if:
- (a) They are an employee of the organisation; or
 - (b) They are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Election, retiral and re-election of trustees

68. At each AGM a minimum two of the elected charity trustees shall retire but shall be eligible for re-election. (Those Trustees receiving the least number of votes at the inaugural general meeting shall be eligible to retire first).
69. An elected charity trustee must retire after serving for a term of three years but shall be eligible for re-election:
- (a) In exceptional circumstances, the members may extend the appointment of an elected member beyond the usual term, and by no more than 12 months, where it is in the best interests of the organisation to do so. The end date of this extension shall be considered the end of term date for the purposes of Clause 69.
70. An elected charity trustee must retire after serving for:
- (a) Two consecutive three year terms; or
- (b) Six years from the date they were first elected, but shall be eligible for re-election at the expiry of three years from the date they retired.
71. An elected trustee retiring at an AGM will be deemed to have been re-elected unless:
- (a) They advise the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
- (b) An election process was concluded at the AGM and they were not among those elected/re-elected through that process; or
- (c) A resolution for the re-election of that trustee was put to the AGM and was not carried.
72. The period between the date of election of a charity trustee and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months duration in which case it shall be disregarded.
73. The Chair will conduct any election of charity trustees by secret ballot and may utilise¹³ advance postal and/or secure electronic voting systems to facilitate this.
74. The period between the date of appointment of a charity trustee and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months duration in which case it shall be disregarded.

Termination of office

75. A charity trustee, whether elected or appointed, will automatically cease to hold office if:
- (a) They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) 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;
 - (c) They become an employee of the organisation;
 - (d) They give the Secretary a notice in writing of resignation, signed by him/her;
 - (e) 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 him/her from office;
 - (f) They are removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in Clause 94);
 - (g) They are removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - (h) They are removed from office by a resolution of the members passed at a members' meeting.
76. A resolution by the Board or by the members to remove a charity trustee, whether elected or appointed shall be valid only if:
- (a) 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;
 - (b) 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
 - (c) In the case of a resolution by the Board under paragraph at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
 - (d) In the case of a resolution carried by the members a simple majority of the members present vote in favour of the resolution.

Register of charity trustees

77. The Board must keep a register of charity trustees, setting out for each current charity trustee:
- (a) Their full name and address;
 - (b) The date on which they were elected or appointed as a charity trustee;

- (c) The name of the member which nominated each charity trustee; and
 - (d) Any office held by them in the organisation;
78. And, for each former charity trustee, for at least 6 years from the date on which they ceased to be a charity trustee:
- (a) The name of the charity trustee;
 - (b) Any office held by them in the organisation; and
 - (c) The date on which they ceased to be a charity trustee.
79. The Board must ensure that the register of charity trustees is updated within 28 days of any change:
- (a) Which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
 - (b) Which is notified to the organisation.
80. 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.
81. 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 contact details blanked out – if the SCIO is satisfied that including that information is likely to jeopardise the identity, safety or security of any person or premises.

Office bearers

82. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
83. In addition to the office-bearers required under Clause 82, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
84. All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under Clauses 82 or 83.
85. A person elected to any office will automatically cease to hold that office if:
- (a) They cease to be a charity trustee; or
 - (b) They give to the organisation a notice of resignation from that office, signed by him/her.

Powers of the Board

86. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the organisation.
87. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
88. The members may, by way of a resolution passed in compliance with Clause 58 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

Charity Trustees – general duties

89. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:
 - (a) Seek in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - (b) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - i. Put the interests of the organisation before that of the other party;
 - ii. Where any other duty prevents him/her 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;
 - (d) Ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
90. In addition to the duties outlined in Clause 89, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - (a) That any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - (b) That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
91. Provided he/she has declared his/her interest, and has 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 the organisation in which he/she has a personal interest; and (subject to Clause 92 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

92. 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 organisation for carrying out his/her duties as a charity trustee.
93. 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

94. 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.
95. The code of conduct referred to in Clause 94 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.
96. 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. There shall be at least six business meetings held in each calendar year, the dates of which shall be set by the Board at its first meeting following the AGM.

Procedure at board meetings

97. No valid decisions can be taken at a Board meeting unless a quorum is present.
98. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.
99. The quorum for Board meetings shall be two thirds of Trustees, with the majority being elected trustees.

100. If at any time the number of elected charity trustees in office falls below 5 the remaining charity trustees will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
101. The Board may convene and conduct meetings using electronic communications and in line with the guidance in clauses 30 and 31.
102. The chair of the organisation should act as chairperson of each Board meeting.
103. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
104. Every charity trustee has one vote, which must be given personally.
105. A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.
106. All decisions at Board meetings will be made by majority vote.
107. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
108. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a charity trustee, but on the basis that he/she must not participate in decision-making.
109. 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.
110. For the purposes of Clause 109:
 - (a) 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.
 - (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.

Minutes of Board meetings and meetings of sub committees and working groups.

111. The Board shall ensure that proper minutes are kept in relation to all Board meetings, and such minutes shall:
- (a) Include the names of those charity trustees present;
 - (b) Record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually;
 - (c) Be signed by two Charity Trustees who were present at the meeting. So far as is possible the Charity Trustees signing any minute shall include the Chair and Secretary; and
 - (d) Be made available to the public on request and/or by publication on the organisations web site(s).
112. The Board may exclude from any copy minutes made available to a member of the public or published on the organisation's web site 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

113. The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
114. The Board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
115. When delegating powers under Clause 113 or 114, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
116. Any delegation of powers under Clause 113 or 114 may be revoked or altered by the Board at any time.
117. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

Operation of accounts

118. Subject to Clause 119, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee. There should be a minimum of two authorised signatories who are not connected, as per the definition of "connected" as in the Charities and Trustee Investment (Scotland) Act 2005, section 68 (2).
119. Where the organisation 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 118.

Accounting records and annual accounts

120. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
121. The Board must prepare annual accounts, complying with all relevant statutory requirements; 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.

Winding-up

122. If the organisation 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.
123. Any surplus assets available to the organisation 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 organisation as set out in this constitution.

Alterations to the constitution

124. This constitution may (subject to Clause 125) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in Clause 57) or by way of a written resolution of the members.
125. 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

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

- (a) Any statutory provision which adds to, modifies or replaces that Act; and
- (b) Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- (c) "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.

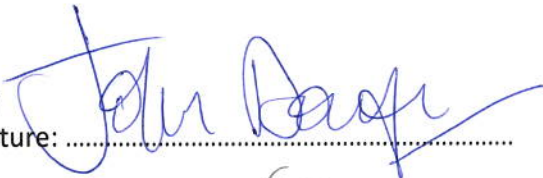
127. In this constitution:

- (a) "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;
- (b) "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.

This constitution was amended and unanimously approved at the Annual General Meeting on 21 November 2024

Chair

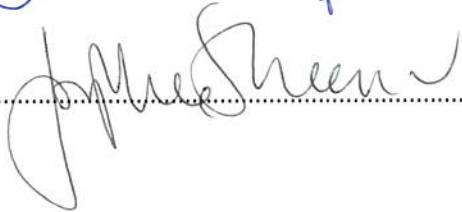
Signature:



Print Name: JOHN DOUGAN

Secretary

Signature:



Print Name: JO SHEARER

