



CONSTITUTION OF Highland Children and Young People's Forum SCIO

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GENERAL

1. Type of organisation

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

2. Scottish principal office

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

3. Name

- 3.1 The name of the organisation is Highland Children and Young People's Forum (SCIO)

4. Area of benefit

- 4.1 All of the area covered by the Highland Council in the first instance.

5. Purposes

- 5.1 The purposes of the organisation are:-
To advance human rights, promote equality and diversity and relieve those in need by contributing towards the provision of the highest possible standards of services in the Highlands (as determined by the Highland Council area ***as defined in the Local Government etc. (Scotland) Act 1994***) for the benefit of children ***and young people with additional support needs (as defined in the Education (Additional Support for Learning) (Scotland) Act 2004***).
- 5.2 The organisation seeks to achieve its purposes by:
- 5.2.1 Representing and enabling the expression of the views and needs of children and young people with additional support needs aged from 0 to **25** years (***as defined in the Children and Young People (Scotland) Act 2014***).
- 5.2.2 Incorporating the views of their families and carers.
- 5.2.3 Empowering and enabling the direct participation and voice of children and young people with additional support needs (ASN).

- 5.2.4** Empowering children and young people with additional support needs to create, develop and deliver training and educational resources to promote positive inclusion and change.
- 5.2.5** Promoting greater awareness and understanding of children's rights.
- 5.2.6** Ensuring the voices of children and young people with additional support needs go on to influence policy and practice at local and national levels.
- 5.2.7** Working in partnership across sectors to develop policy and promote best practice and inclusion.

6. Powers

- 6.1** In furtherance of the purposes of the organisation shall have the power to:
 - 6.1.1** Employ and pay any persons to supervise, organise and carry on the work of the organisation;
 - 6.1.2** Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
 - 6.1.3** Engage and pay fees to professional and technical advisors/consultants to assist in the work of the organisation;
 - 6.1.4** Bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
 - 6.1.5** Take out membership of such organisations as are considered to be in the interests of and compatible with the purposes of the organisation;
 - 6.1.6** Promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish results;
 - 6.1.7** Arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
 - 6.1.8** Collect and disseminate information on all matters affecting the purposes and exchange such information with other bodies having similar purposes whether in this country or overseas;
 - 6.1.9** Cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the purposes;

- 6.1.10** Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the purposes and construct, maintain and alter any buildings considered appropriate for the work of the organisation;
- 6.1.11** Make regulations for the management of any property which may be so acquired;
- 6.1.12** Sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of the organisation;
- 6.1.13** Raise money for the purposes, accept gifts, as shall be deemed appropriate;
- 6.1.14** Raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise;
- 6.1.15** Invest the funds of the organisation not immediately required for the purposes in or upon such investments;
- 6.1.16** Do all such other lawful things as are incidental or conducive to attainment of the purposes.
- 6.2** All monies raised by or on behalf of the organisation shall be applied to further the aims and objectives of the organisation and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the organisation and fees to professional and technical advisors or the repayment to members of the Board of Trustees of reasonable out of pocket expenses.
- 6.3** 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.

7. Liability of members

- 7.1** 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.
- 7.2** The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of

those duties or in breach of other legal obligations or duties that apply to them personally.

8. General structure

- 8.1** The structure of the organisation consists of:
 - 8.1.1** the MEMBERS – aged 16+ 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;
 - 8.1.2** 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. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.
 - 8.1.3** Advisory Groups of Children and Young People will influence the priorities of the organisation.
 - 8.1.4** Children and young people's membership of children under 16 years of age working closely with the Advisory Groups

MEMBERS

9. Qualifications for membership

- 9.1** Individual membership of Highland Children and Young People's Forum shall be open to all interested persons and organisations willing to act in a practical or advisory capacity.
- 9.2** Employees of the organisation are not eligible for membership.

10. Application for membership

- 10.1** Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 10.2** The board may, at its discretion, refuse to admit any person to membership.
- 10.3** The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

11. Membership subscription

11.1 No membership subscription will be payable.

12. Register of members

12.1 The board must keep a register of members, setting out for each current member:

12.1.1 his/her full name and address; and

12.1.2 the date on which he/she was registered as a member of the organisation;

12.2 for each former member - for at least six years from the date on he/she ceased to be a member:

12.2.1 his/her name; and

12.2.2 the date on which he/she ceased to be a member.

12.3 The board must ensure that the register of members is updated within 28 days of any change:

12.3.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

12.3.2 which is notified to the organisation.

12.4 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 board may provide a copy which has the addresses blanked out.

13. Withdrawal from membership

13.1 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, by email or letter; he/she will cease to be a member as from the time when the notice is received by the organisation.

14. Transfer of membership

14.1 Membership of the organisation may not be transferred by a member.

15. Re-registration of members

15.1 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.

15.2 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 12.3, that membership will cease.

15.3 A notice under clause 12.3 will not be valid unless it refers specifically to the consequences (under clause 15.2) of failing to provide confirmation within the 28-day period.

16. Expulsion from membership

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

16.1.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

16.1.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

17. Termination

17.1 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

18. Members' meetings

18.1 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

18.2 The gap between one AGM and the next must not be longer than 15 months.

18.3 Notwithstanding clause 18.1, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.

18.4 The business of each AGM must include:-

18.4.1 a report by the chair on the activities of the organisation;

18.4.2 consideration of the annual accounts of the organisation;

18.4.3 the election/re-election of charity trustees, as referred to in clauses 28 and 32.

18.5 The board may arrange a special members' meeting at any time.

19. Power to request the board to arrange a special members' meeting

19.1 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, providing:

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

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

19.2 If the board receive a notice under clause 19.1, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

20. Notice of members' meetings

20.1 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

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

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

20.2.2 in the case of any other resolution falling within clause 22.3 (requirement for two-thirds majority) must set out the exact terms of the resolution.

20.3 The reference to "clear days" in clause 20 shall be taken to mean that, in calculating the period of notice,

20.3.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

20.3.2 the day of the meeting itself should also be excluded.

20.4 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.

- 20.5** Any notice which requires to be given to a member under this constitution must be: -
- 20.5.1** sent by post to the member, at the address last notified by him/her to the organisation; *or*
 - 20.5.2** sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

21. Procedure at members' meetings

- 21.1** No valid decisions can be taken at any members' meeting unless a quorum is present or participating in other ways.
- 21.2** The quorum for a members' meeting is 12 members, present in person or participating in other ways.
- 21.3** 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.
- 21.4** The chair of the organisation should act as chairperson of each members' meeting.
- 21.5** 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.

22. Voting at members' meetings

- 22.1** Every member has one vote, which must be given personally or by participation in another way e.g. proxy vote or email.
- 22.2** All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 22.3.
- 22.3** The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 23.1):
 - 22.3.1** a resolution amending the constitution;
 - 22.3.2** a resolution expelling a person from membership under clause 16.1;
 - 22.3.3** a resolution directing the board to take any particular step (or directing the board not to take any particular step);

- 22.3.4** 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);
- 22.3.5** a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 22.3.6** a resolution for the winding up or dissolution of the organisation.
- 22.4** If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 22.5** A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 22.6** The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

23. Written resolutions by members

- 23.1** A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

24. Minutes

- 24.1** The board must ensure that proper minutes are kept in relation to all members' meetings.
- 24.2** Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 24.3** [The board shall make available copies of the minutes referred to in clause 24.1 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 38.4.]

BOARD

25. Number of charity trustees

- 25.1** The maximum number of charity trustees is 12; out of that:

- 25.1.1** no more than 9 shall be charity trustees who were elected/appointed under clause 28 (or deemed to have been appointed under clause 29); and
- 25.1.2** no more than 3 shall be charity trustees who were co-opted under the provisions of clause 29.
- 25.1.3** The minimum number of charity trustees is 5

26. Eligibility

- 26.1** A person shall not be eligible for election/appointment to the board under clause 28.1 unless he/she is a member of the organisation; a person appointed to the board under clause 29 need not, however, be a member of the organisation.
- 26.2** A person will not be eligible for election or appointment to the board if he/she is: -
 - 26.2.1** disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 26.2.2** an employee of the organisation.

27. Initial charity trustees

- 27.1** The individuals 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 members as charity trustees with effect from the date of incorporation of the organisation.

28. Election, retiral, re-election

- 28.1** At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 30) to be a charity trustee.
- 28.2** The board may at any time appoint any member (unless he/she is debarred from membership under clause 26.1) to be a charity trustee.
- 28.3** At each AGM, all of the charity trustees elected/appointed under clauses 28 and 28.1 (and, in the case of the first AGM, those deemed to have been appointed under clause 27) shall retire from office – but shall then be eligible for re-election under clause 28.1.
- 28.4** A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
 - 28.4.1** he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or

- 28.4.2** an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 28.4.3** a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

29. Appointment/re-appointment of co-opted charity trustees

- 29.1** In addition to their powers under clause 28, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 34, and providing he/she is not debarred from membership under clause 26.1) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 29.2** At each AGM, all of the charity trustees appointed under clauses 28 and 29 shall retire from office – but shall then be eligible for re-appointment under that clause.

30. Termination of office

- 30.1** A charity trustee will automatically cease to hold office if: -
 - 30.1.1** he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 30.1.2** he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 30.1.3** (in the case of a charity trustee elected/appointed under clause 28) he/she ceases to be a member of the organisation;
 - 30.1.4** he/she becomes an employee of the organisation;
 - 30.1.5** he/she gives the organisation a notice of resignation, signed by him/her;
 - 30.1.6** he/she is 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;
 - 30.1.7** he/she is 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 35);

- 30.1.8** he/she is 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
- 30.1.9** he/she is removed from office by a resolution of the members passed at a members' meeting.
- 30.2** A resolution under clause 30.1 shall be valid only if: -
- 30.2.1** the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- 30.2.2** the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 30.2.3** (in the case of a resolution under clause 30.1) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

31. Register of charity trustees

- 31.1** The board must keep a register of charity trustees, setting out for each current charity trustee:
 - 31.1.1** his/her full name and address;
 - 31.1.2** the date on which he/she was appointed as a charity trustee; and
 - 31.1.3** any office held by him/her in the organisation;
- 31.2** for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 31.2.1** the name of the charity trustee;
 - 31.2.2** any office held by him/her in the organisation; and
 - 31.2.3** the date on which he/she ceased to be a charity trustee.
- 31.3** The board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 31.3.1** which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 31.3.2** which is notified to the organisation.
- 31.4** If any person requests a copy of the register of charity trustees, 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 person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely

to jeopardise the safety or security of any person or premises.

32. Office-bearers

- 32.1** The charity trustees must elect (from among themselves) a chair, a vice chair, a treasurer and a secretary.
- 32.2** In addition to the office-bearers required under clause 32.1, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 32.3** All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 29.2.
- 32.4** A person elected to any office will automatically cease to hold that office:
 - 32.4.1** if he/she ceases to be a charity trustee; *or*
 - 32.4.2** if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

33. Powers of board

- 33.1** 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.
- 33.2** A meeting of the board at which a quorum is present or participating in other ways may exercise all powers exercisable by the board.
- 33.3** The members may, by way of a resolution passed in compliance with clause 43.1 (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.

34. Charity trustees - general duties

- 34.1** 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:-
 - 34.1.1** seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 34.1.2** act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 34.1.3** in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party: put the interests of the organisation before that of the other party;
- 34.1.4** 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;
- 34.1.5** 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.
- 34.2** In addition to the duties outlined in clause 34.1, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - 34.2.1** that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 34.2.2** that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 34.3** Provided 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 clauses 34.1.3 and 34.1.4 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.
- 34.4** No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
- 34.5** 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.

35. Code of conduct for charity trustees

- 35.1** 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.

35.2 The code of conduct referred to in clause 35 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

36. Notice of board meetings

- 36.1** Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 36.2** 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.

37. Procedure at board meetings

- 37.1** No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person or participating in other ways.
- 37.2** If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 37, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 37.3** The chair of the organisation should act as chairperson of each board meeting.
- 37.4** If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 37.5** Every charity trustee has one vote, which must be given personally or by participating in other ways.
- 37.6** All decisions at board meetings will be made by majority vote.
- 37.7** If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

- 37.8** The 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.
- 37.9** A charity trustee must not vote at a board meeting (or at a meeting of a sub-group) on any resolution which relates to a matter in which 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.
- 37.10** For the purposes of clause 37.9: -
- 37.10.1** an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 37.10.2** a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management Board of Trustees, officer or elected representative has an interest in that matter.

38. Minutes

- 38.1** The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-groups.
- 38.2** The minutes to be kept under clause 38.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 38.3** The board shall (subject to clause 38) make available copies of the minutes referred to in clause 38 to any member of the public requesting them.
- 38.4** The board may exclude from any copy minutes made available to a member of the public under clause 38.2 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

39. Delegation to sub-groups

- 39.1** The board may delegate any of their powers to sub-groups; a sub-group must include at least one charity trustee, but other members of a sub-group need not be charity trustees.
- 39.2** 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.
- 39.3** When delegating powers under clause 39.1 or 39.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 39.4** Any delegation of powers under clause 39.1 or 39.2 may be revoked or altered by the board at any time.
- 39.5** The rules of procedure for each sub-group, and the provisions relating to membership of each sub-group, shall be set by the board.

40. Operation of accounts

- 40.1** Subject to clause 41, the signatures of two out of up to five 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.
- 40.2** 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 40.1.

41. Accounting records and annual accounts

- 41.1** The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 41.2** 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.

MISCELLANEOUS

42. Winding-up

- 42.1** 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.
- 42.2** 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.

43. Alterations to the constitution

- 43.1** This constitution may (subject to clause 20.2.1) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 22.3.1) or by way of a written resolution of the members.
- 43.2** The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

44. Interpretation

- 44.1** References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 44.1.1** any statutory provision which adds to, modifies or replaces that Act; and
- 44.1.2** any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 44.1 above.
- 44.2** In this constitution: -
- 44.2.1** "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its purposes are limited to charitable purposes;
- 44.2.2** "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.