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**CONSTITUTION**

of

**GLASGOW CLYDE EDUCATION FOUNDATION**

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## GLASGOW CLYDE EDUCATION FOUNDATION

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## **GENERAL**

### **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 “Glasgow Clyde Education Foundation”.

### **Purposes**

- 4 The organisation will promote, advance and further charitable purposes primarily through grant giving (with a view that the organisation will grow its own funds to generate additional income for its beneficiaries) to enhance the learning experience for students, potential students and the communities (including by supporting (financially and otherwise) community and not for profit groups and organisations operating within the communities) served by Glasgow Clyde College (a registered Scottish charity, SC021182). In furtherance of its charitable purposes, the organisation will support (a) the delivery of improved teaching accommodation, facilities, infrastructure and/or equipment; (b) the development of teaching and curriculum resources and opportunities; and (c) staff development for the staff of the Glasgow Clyde College to assist and develop the student learning experience.

- 4.1 For the purposes of the Charities and Trustee Investment (Scotland) Act 2005 ( the “2005 Act”) the following charitable purposes are particularly relevant and for the purposes of the 2005 Act are charitable purposes identified as applicable from section 7 of the 2005 Act:-

- 4.1.1 the advancement of education; and

- 4.1.2 the advancement of citizenship and community development (particularly in respect of working with and supporting the said community and not for profit groups and organisations).

- 4.2 For the purposes of the Taxes Acts the provisions set out in this clause 4 shall be read together to ensure the charitable purposes of the organisation are compliant with the Taxes Acts.

## **Powers**

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

## **Liability of charity trustees**

- 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 charity trustees have certain legal duties under the 2005 Act; and clause 7 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.

## **General structure**

- 9 The structure of the organisation consists of:-
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members take decisions on changes to the constitution itself;
  - 9.2 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.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to
  - 11.1 any individual who is appointed by the board as a charity trustee;
  - 11.2 the Board of Management of Glasgow Clyde College, incorporated under the Further and Higher Education (Scotland) Acts 1992 and 2005 (a Scottish charity, having Scottish charity number SC021182) (“the College”); and
  - 11.3 any individual who is appointed by the College as a charity trustee.

### **Application for membership**

- 12 An individual who is appointed as a charity trustee will automatically become a member of the organisation with effect from the time of appointment.
- 13 If the College wishes to become a member, it must give to the organisation a written application for membership, signed by an appropriate officer of the College; the College will then automatically become a member of the organisation with effect from the time when that application is received.

### **Membership subscription**

- 14 No membership subscription will be payable.

### **Register of members**

- 15 The board must keep a register of members, setting out
  - 15.1 for each current member:
    - 15.1.1 his/her/its full name and address; and
    - 15.1.2 the date on which he/she/it was registered as a member of the organisation;
  - 15.2 for each former member - for at least six years from the date on he/she/it ceased to be a member:
    - 15.2.1 his/her/its name; and
    - 15.2.2 the date on which he/she/it ceased to be a member.

- 16 The board must ensure that the register of members is updated within 28 days of any change:
- 16.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 16.2 which is notified to the organisation.
- 17 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/it 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.

### **Withdrawal from membership**

- 18 Any individual or body who/which wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her (or in the case of a corporate body, signed on its behalf by an appropriate officer); he/she/it will cease to be a member as from the time when the notice is received by the organisation.

### **Termination of membership**

- 19 An individual shall automatically cease to be a member if he/she ceases (for any reason) to be a charity trustee.

### **Transfer of membership**

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

### **Expulsion from membership**

- 21 Any individual 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:-
- 21.1 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;
  - 21.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

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

### **Members' meetings**

- 22 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 23 The gap between one AGM and the next must not be longer than 15 months.
- 24 Notwithstanding clause 22, 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.
- 25 The business of each AGM must include:-
- 25.1 a report by the chair on the activities of the organisation;
  - 25.2 consideration of the annual accounts of the organisation.
- 26 The board may arrange a special members' meeting at any time.

### **Notice of members' meetings**

- 27 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 28 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 28.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 28.2 in the case of any other resolution falling within clause 39 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 29 The reference to "clear days" in clause 27 shall be taken to mean that, in calculating the period of notice,
- 29.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 29.2 the day of the meeting itself should also be excluded.
- 30 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.

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

### **Procedure at members' meetings**

- 32 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 33 Subject to clause 32, the quorum for a members' meeting is 3 members, present in person (in the case of a member which is a corporate body, present via its authorised representative) or represented by proxy.
- 34 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.
- 35 The chair of the organisation should act as chairperson of each members' meeting.
- 36 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**

- 37 Every member has one vote, which may be given (whether on a show of hands or on a secret ballot) either personally (in the case of a member which is a corporate body, via its authorised representative present at the meeting) or by proxy.
- 38 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 39.
- 39 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 48):
- 39.1 a resolution amending the constitution;
- 39.2 a resolution expelling a person from membership under clause 21;

- 39.3 a resolution expelling a person from office as a charity trustee under clause 64.9;
- 39.4 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 39.5 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);
- 39.6 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);
- 39.7 a resolution for the winding up or dissolution of the organisation.
- 40 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the organisation.
- 41 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by him/her (or, in the case of a corporate body, signed on its behalf by an appropriate officer).
- 42 A proxy need not be a member of the organisation.
- 43 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting
- 45 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.
- 46 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 individuals present at the meeting and entitled to vote - whether as members, as proxies for members, or as the representative of a member which is a corporate body) ask for a secret ballot.
- 47 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.

### **Written resolutions by members**

- 48 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.

### **Minutes**

- 49 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 50 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.

## **BOARD**

### **Categories of trustee**

51 For the purposes of this constitution:

“**College Trustee**” means a trustee appointed under clauses 57 and 58; and

“**Independent Trustee**” means a trustee appointed under clauses 59 to 63.

### **Number of charity trustees**

52 The maximum number of charity trustees is 9.

53 At any given time

53.1 no more than 2 charity trustees may be College Trustees; and

53.2 no more than 7 charity trustees may be Independent Trustees.

54 The minimum number of charity trustees is 3, and at any given time a majority of the trustees then in office must be Independent Trustees.

### **Eligibility**

55 A person will not be eligible for appointment to the board if he/she is

55.1 disqualified from being a charity trustee under the 2005 Act; or

55.2 an employee of the organisation.

### **Initial charity trustees**

56 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.

### **Appointment, removal – College Trustees**

57 The College, for so long as it remains a member of the organisation, may (subject to clause 53), by written notice to the organisation, signed on its behalf by an appropriate officer:

57.1 appoint any individual (unless he/she is debarred from serving as a charity trustee under clause 55) to be a charity trustee; or

- 57.2 remove any individual previously appointed by it from office as a charity trustee.
- 58 Any appointment or removal of a charity trustee under clause 57 shall have effect from
- 58.1 the date on which the relevant notice is given to the organisation; or
- 58.2 any later date stated in the notice.

**Appointment, retirement, re-appointment – Independent Trustees**

- 59 Subject to clause 53, the board may at any time appoint any individual (unless he/she is debarred from serving as a charity trustee under clause 55) to be a charity trustee, provided that
- 59.1 he/she is not a member of the board of management or employee of the College; and
- 59.2 he/she has, in the opinion of the board, a sound understanding of the college sector.
- 60 At the conclusion of each AGM, any Independent Trustee who has served for a term of three years since he/she was appointed/re-appointed will vacate office – but will then be eligible (subject to clause 62) for re-appointment under clause 59 at the next board meeting.
- 61 An Independent Trustee vacating office under clause 60 who has served for two three-year terms will not be eligible for re-appointment.
- 62 For the purposes of clauses 60 and 61:
- 62.1 the period between the date of appointment/re-appointment of an Independent Trustee and the AGM 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);
- 62.2 the period between one AGM and the next shall be deemed to be a period of one year;
- 62.3 if a person ceases to be an Independent Trustee and is then re-appointed as an Independent Trustee within a period of six months, he/she shall be deemed to have held office as an Independent Trustee continuously.
- 63 An Independent Trustee vacating office at the conclusion of an AGM will be deemed to have been re-appointed at the board meeting which next follows unless

- 63.1 he/she advises the board that he/she does not wish to be re-appointed; or
- 63.2 a resolution for the re-appointment of that Independent Trustee was put to the board meeting and was not carried.

**Termination of office**

- 64 A charity trustee will automatically cease to hold office if: -
  - 64.1 he/she becomes disqualified from being a charity trustee under the 2005 Act;
  - 64.2 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;
  - 64.3 he/she ceases to be a member of the organisation;
  - 64.4 he/she becomes an employee of the organisation;
  - 64.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 64.6 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;
  - 64.7 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 82);
  - 64.8 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 2005 Act; or
  - 64.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 65 A resolution under paragraph 64.7, 64.8 or 64.9 shall be valid only if: -
  - 65.1 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;
  - 65.2 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

- 65.3 (in the case of a resolution under paragraph 64.7 or 64.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

- 66 The board must keep a register of charity trustees, setting out
- 66.1 for each current charity trustee:
- 66.1.1 his/her full name and address;
- 66.1.2 the date on which he/she was appointed as a charity trustee; and
- 66.1.3 any office held by him/her in the organisation;
- 66.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 66.2.1 the name of the charity trustee;
- 66.2.2 any office held by him/her in the organisation; and
- 66.2.3 the date on which he/she ceased to be a charity trustee.
- 67 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 67.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 67.2 which is notified to the organisation.
- 68 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.

### **Office-bearers**

- 69 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

- 70 A charity trustee shall only be eligible to serve as chair if he/she is an Independent Trustee.
- 71 In addition to the office-bearers required under clause 69, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 69 or 71.
- 73 A person elected to any office will automatically cease to hold that office: -
- 73.1 if he/she ceases to be a charity trustee; *or*
- 73.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

#### **Powers of board**

- 74 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.
- 75 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 76 The members may, by way of a resolution passed in compliance with clause 39 (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**

- 77 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:-
- 77.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- 77.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 77.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- 77.3.1 put the interests of the organisation before that of the other party;

- 77.3.2 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;
  - 77.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of 2005 Act.
- 78 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
  - 78.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 78.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 79 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 80 and to the provisions relating to remuneration for services contained in the 2005 Act), he/she may retain any personal benefit which arises from that arrangement.
- 80 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.
- 81 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**

- 82 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.
- 83 The code of conduct referred to in clause 82 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

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

### **Notice of board meetings**

- 84 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 85 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at board meetings**

- 86 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three charity trustees, present in person.
- 87 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, 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.
- 88 The chair of the organisation should act as chairperson of each board meeting.
- 89 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.
- 90 Every charity trustee has one vote, which must be given personally.
- 91 All decisions at board meetings will be made by majority vote.
- 92 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.
- 93 A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 94 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.

- 95 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.
- 96 For the purposes of clause 95: -
- 96.1 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;
- 96.2 a charity trustee will (subject to clause 97) 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.
- 97 With reference to paragraph 96.2, a College Trustee will not be taken to have a personal interest in a particular matter solely on the grounds that the College has an interest in that matter and he/she is an employee or member of the management board of the College – but he/she must give priority to the interests of the organisation in taking decisions as a charity trustee in relation to that matter.

## **Minutes**

- 98 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 99 The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 100 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.
- 101 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.
- 102 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 103 Any delegation of powers under clause 100 or 101 may be revoked or altered by the board at any time.
- 104 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### **Liaison committee**

- 105 The board shall establish a liaison committee, consisting of board members and members of the College senior management team.
- 106 The board shall have due regard to the recommendations issued by the liaison committee in determining what projects or initiatives should be supported by the organisation.
- 107 The rules of procedure for the liaison committee, and the provisions relating to membership of the liaison committee, shall be set by the board.

### **Operation of accounts**

- 108 Subject to clause 109, 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.
- 109 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 108.

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

- 110 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 111 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**

### **Winding-up**

- 112 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 2005 Act.
- 113 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**

- 114 This constitution may (subject to clause 115) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 39) or by way of a written resolution of the members.
- 115 The 2005 Act 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).

### **Interpretation**

- 116 References in this constitution to the 2005 Act should be taken to include: -
- 116.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 116.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 116.1 above.
- 117 In this constitution:
- 117.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the 2005 Act or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
  - 117.2 "charitable purpose" means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.