



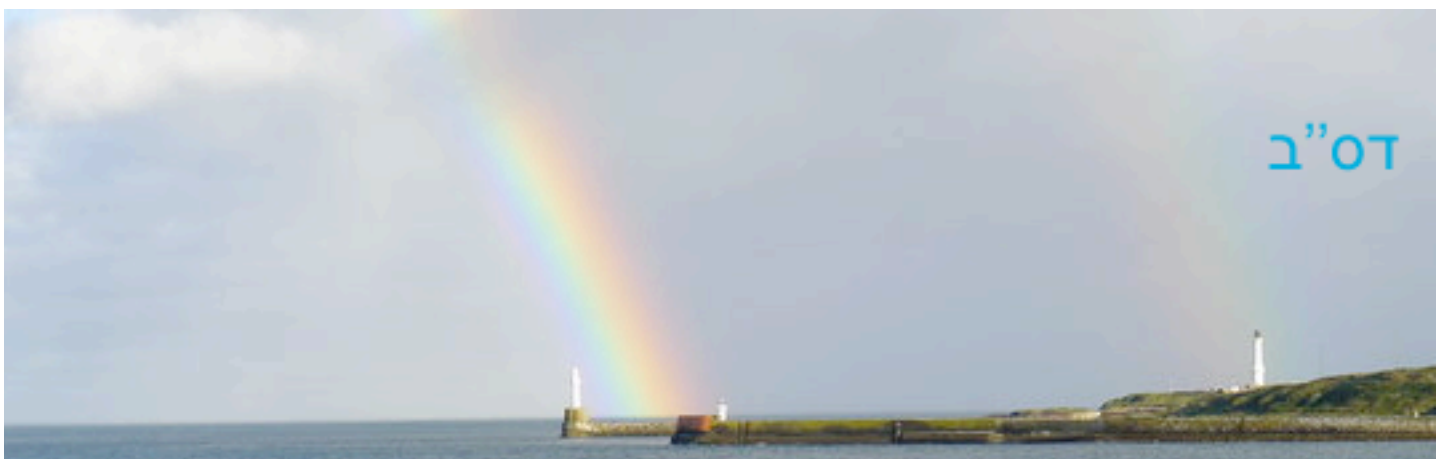
Aberdeen Synagogue and Jewish Community Centre Constitution

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Aberdeen Synagogue and Jewish Community Centre

Constitution

27 May 2016

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For and on behalf of Aberdeen Synagogue and Jewish Community Centre:

Signed:

Signed:

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This page is a record of all revisions in this document. All previous issues are hereby superseded.

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Document Revision History

| Revision | Date | Description |
|-----------------|-------------|--|
| Rev 0 | 11/03/2015 | Issued for review |
| Rev 1 | 25/04/2015 | Incorporating initial set of comments |
| Rev 2 | 17/08/2015 | Incorporating additional comments prior to legal review |
| Rev 3 | 29/11/2015 | Changing proposed Member Definitions prior to AGM |
| Rev 4 | 08/03/2016 | Changing age definition of member to 18 and older; added paragraph authorizing penalties or incentives for on-time subscription payments; editing out "family member" from text; deleted "Managing the Aberdeen Jewish Burial Society" from the aims of the Organization; altering name to "Aberdeen Synagogue and Jewish Community Centre". |
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DEFINITIONS

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|--------------------|---|
| AGM | Annual General Meeting (of Members) |
| EGM | Extraordinary General Meeting (of Members) |
| SCIO | Scottish Charitable Incorporate Organisation |
| SGM | Special General Meeting (of Members) |
| 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 |
| Charitable Purpose | Means a charitable purpose under Section 7(2) of the Charities and Trustee Investment (Scotland) Act 2005. |

1 GENERAL

1.1 TYPE OF ORGANISATION

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

1.2 SCOTTISH PRINCIPAL OFFICE

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

1.3 NAME

The name of the Organisation is "Aberdeen Synagogue and Jewish Community Centre (ASJCC)".

1.4 PURPOSES

The Organisation's purposes are:

- 1.4.1 To advance the Jewish religion, in particular through:
 - i. Making arrangements for persons who regard themselves as Jewish and/or who follow the Jewish faith to participate in public Jewish worship and religious ceremonies within North East Scotland;
 - ii. Maintain a place for Jewish worship in North East Scotland.
- 1.4.2 To support the social and religious needs of the Jewish community of North East Scotland and to promote the community's participation in civic life.
- 1.4.3 To advance the education of the Jewish community and the wider general public about the Jewish religion throughout North East Scotland; and
- 1.4.4 To promote religious harmony and good relations between the Jewish community and other religious, ethnic and racial groups.

1.5 POWERS

The Organisation has power to do anything that is calculated to further its purposes or is conducive or incidental to doing so.

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.

1.6 LIABILITY OF MEMBERS

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.

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) 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.¹

¹ References in this Constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

- i) any statutory provision which adds to, modifies or replaces that Act; and
- ii) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause (i) above.

2 GENERAL STRUCTURE

The structure of the Organisation consists of:

- 2.1 The FULL MEMBERS - who have the right to attend Members' meetings (including any Annual General Meeting (AGM)) and have important powers under the Constitution; in particular, Full Members appoint people to serve on the Executive Committee and take decisions on changes to the Constitution itself.
- 2.2 The ASSOCIATE MEMBERS – who have the right to attend Members' meetings (but not the right to vote at meetings) and have other rights as enumerated in this Constitution.
- 2.3 The EXECUTIVE COMMITTEE - who hold regular meetings, and generally control the activities of the Organisation; for example, the EXECUTIVE is responsible for monitoring and controlling the financial position of the Organisation.
- 2.4 The people serving on the EXECUTIVE COMMITTEE are also referred to in this Constitution as CHARITY TRUSTEES.

3 MEMBERS

3.1 CATEGORIES OF MEMBERSHIP

For the purposes of this Constitution:

- 3.1.1 “Full Member” means a Member admitted under paragraph 3.2.1 of Section 3.2; “Full Membership” shall be construed accordingly.
- 3.1.2 “Associate Member” means a Member admitted under paragraph 3.2.2 of Section 3.2; “Associate Member” shall be construed accordingly.

3.2 QUALIFICATIONS FOR MEMBERSHIP

Subject to Section 3.1, the two categories of Membership are:

- 3.2.1 Full Membership; open to any person 18 years of age or older, who follows the Jewish faith, and is living, temporarily resident or working in North East Scotland.
- 3.2.2 Associate Membership; open to any person whom the Executive Committee considers should be eligible for non-voting Membership of the Organisation. This category of Membership may include students under the age of 18, non-Jewish relatives of Full Members, relatives of Full Members under the age of 18, and other individuals within the larger community of North East Scotland who wish to be associated with the Jewish community. The criteria for such Membership shall be designated in the Organization’s Policies and Procedures.

3.3 MEMBERS ENTITLEMENTS

- 3.3.1 Full Members have the right to hold the office of President of the Executive Committee of the Organisation.
- 3.3.2 Full Members have the rights to:
 - i. Hold the office of Vice President, Treasurer and Secretary of the Executive Committee as outlined in this Constitution.
 - ii. One vote at a General Meeting when voting for Members of the Executive Committee. Each Full Member shall have the right to one vote for each resolution put forward at a General Meeting.
 - iii. Access to the minutes of the Executive Committee Meetings, General Meeting minutes, and the Organisation’s annual accounts.

- 3.3.3 Any Full Member maybe co-opted as a voting Member of the Executive Committee.
- 3.3.4 All Members have the right to attend Synagogue services, social and community events.

3.4 APPLICATION FOR MEMBERSHIP

- 3.4.1 Any person who wishes to become a Member (under Section 3.2) must submit a signed application for Membership, along with a remittance to meet the annual Membership subscription applicable to the category of Membership for which he/she is applying. The Executive Committee will then consider the application at the next Executive Committee meeting.
- 3.4.2 The Executive Committee may, at its discretion, refuse to admit any person to Membership; if the decision is to refuse admission, the Executive Committee shall return to the applicant the remittance lodged by him/her under paragraph 3.4.1 of Section 3.4.
- 3.4.3 The Executive Committee must notify each applicant promptly, within two weeks of the Executive Committee Meeting, in writing or by e-mail, of its decision on whether or not to admit the applicant to Membership.

3.5 MEMBERSHIP SUBSCRIPTIONS

- 3.5.1 Members are required to pay an annual Membership subscription, dependent on the category of Membership. The Membership subscription(s) will be proposed annually by the Executive Committee and confirmed by resolution of the Members at each AGM.
- 3.5.2 The Executive Committee may, at its discretion, make arrangements with Members for exceptions to the annual Membership subscription as defined under paragraph 3.5.1 of this Constitution. Procedures for administering such arrangements shall be set out in the Organization's Policies and Procedures.
- 3.5.3 Members' annual subscriptions are payable in advance; but may be paid weekly, monthly, or quarterly, according to arrangement.
- 3.5.4 Financial incentives or penalties to encourage timely payment of subscriptions may be designated by the Executive Committee. Policies governing such incentives or penalties shall be set out in the Organization's Policies and Procedures.
- 3.5.5 In the event of the resignation or death of a Member during the year there will no refund of any part of subscription paid.
- 3.5.6 Any Member whose subscription is more than six months in arrears at the time for electing the Executive Committee is not entitled to vote for any AGM resolutions or request an EGM. If the Member's subscription is more nine months in arrear the Member will forfeit all benefits and privileges of Membership.

3.6 REGISTER OF MEMBERS

- 3.6.1 The Executive Committee must keep a register of Members, setting out for each current Member:
- i. The Members full name and address; and
 - ii. The date on which the Member was registered as a Member of the Organisation; and
 - iii. Class of Membership, i.e. Full Member or Associate Member.
- 3.6.2 For each former Member, for at least six years from the date of cessation of Membership:
- i. The Members name; and
 - ii. The date on which Membership ceased.

3.6.3 The Executive Committee must ensure that the Register of Members is updated within 28 days of any change:

- i. Which arises from a resolution of the Executive Committee or a resolution passed by the Members of the Organisation at the AGM, SGM or EGM; or
- ii. Which is notified to the Organisation.

3.6.4 If a Member or Charity Trustee of the Organisation requests a copy of the Register of Members, the Executive Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a Member (rather than a Charity Trustee), the Executive Committee will provide a copy which has any information other than the Member's names removed.

3.7 WITHDRAWAL FROM MEMBERSHIP

Any person who wants to withdraw from Membership must give a signed written or e-mailed notice of withdrawal to the Organisation. That person will cease to be a Member of the Organisation from the time when the notice is received by the Organisation.

3.8 TRANSFER OF MEMBERSHIP

Membership of the Organisation is not transferrable.

3.9 EXPULSION FROM MEMBERSHIP

3.9.1 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 an AGM or EGM, providing the following procedures have been observed:

- i. 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; and
- ii. The Member concerned will be entitled to be heard on the resolution at an AGM or EGM at which the resolution is proposed.

3.9.2 Grounds for expulsion include but are not limited to:

- i. Misappropriation of the Organisations funds, physical or intellectual property;
- ii. Theft of the Organizations funds, physical or intellectual property; and
- iii. An act of discrimination as defined by Laws of Scotland; e.g., the Equality Act 2010.

4 DECISION-MAKING BY THE MEMBERS

4.1 MEMBERS' MEETINGS – THE AGM

- 4.1.1 The Executive Committee must hold an AGM of Members every calendar year after the year in which the Organisation was formed.
- 4.1.2 The AGM must take place within three months of the end of the financial year.
- 4.1.3 The gap between one AGM and the next must not be longer than 15 months.
- 4.1.4 The first AGM must take place within 15 months of the formation of the Organisation.
- 4.1.5 The business of each AGM shall include but not be limited to:
- i. A report by the President on the activities of the Organisation;
 - ii. A report by the Treasurer of the annual accounts, cash flow and balance sheet of the Organisation;
 - iii. The election/re-election of Charity Trustees;
 - iv. The appointment of an Auditor for the current years accounts and a report from the Auditor on the previous year's accounts;
 - v. Recommendations of the Executive Committee;
 - vi. Notices of Motion;
 - vii. Other competent business.

4.2 SPECIAL OR EXTRAORDINARY GENERAL MEETINGS

- 4.2.1 The Executive Committee may arrange a Special or Extraordinary General Meeting (SGM or EGM) at any time.
- 4.2.2 The Executive Committee must arrange an S/EGM 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:
- EITHER: four Members of the Executive,
- OR: five Full Members of the Organisation subject to Section 3.5 paragraph 3.5.6, providing:
- i. The notice states the purposes for which the meeting is to be held; and
 - ii. Those purposes are not inconsistent with the terms of this Constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 4.2.3 If the Executive Committee receives a notice under Section 4.2 paragraph 4.2.2, the date for the meeting which they arrange in accordance with the notice must not be later than 21 days from the date on which they received the notice.

4.3 NOTICE OF MEMBERS' MEETINGS

- 4.3.1 A minimum of 15 working days (Monday to Friday inclusive) notice must be given of any AGM, SGM or EGM, excluding the day of the meeting itself.
- 4.3.2 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- i. In the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or
 - ii. In the case of any other resolution falling within Section 4.5.7 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 4.3.3 Notice of every Member's 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.
- 4.3.4 Any notice which requires to be given to a Member under this Constitution must be:
- i. Sent by post to the Member, at the address last notified by the Member to the Organisation; or
 - ii. Sent by e-mail to the Member, at the e-mail address last notified by the Member to the Organisation.

4.4 PROCEDURE AT MEMBERS' MEETINGS

- 4.4.1 No valid decisions can be taken at any Members' meeting unless a quorum is present.
- 4.4.2 The quorum for a Members' meeting is 40% of the Membership qualified to vote or at least seven qualified Members present in person, whichever is the smaller.
- 4.4.3 If a quorum is not present within 30 minutes after the time at which a Members' meeting was due to start 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. The meeting shall then be adjourned to some place and day in the next 14 days to be decided by the President at their sole discretion. At any such adjourned meeting the Members present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present.
- 4.4.4 Should, however, the number present at any such meetings fall below a quorum, and providing that such number does not fall below five in the case of an AGM, the business of the meeting may nevertheless continue to be carried on, and any resolutions which may be adopted shall have full force and effect.
- 4.4.5 The President, or in their absence, the Vice President, of the Organisation should act as Chair of each Members' meeting.
- 4.4.6 If the President or Vice President of the Organisation are not present within 30 minutes after the time at which the meeting was due to start (or are not willing to act as chairperson), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chair for that meeting.
- 4.4.7 During a discussion no Member shall have the right to speak more often than once, except by permission of the Chair. Any Member moving a resolution shall have the right of reply.
- 4.4.8 Every motion and amendment must be proposed and seconded; the seconder, provided they have only formally seconded, has the right to speak in the course of the debate.
- 4.4.9 Should any person disobey the ruling of the Chair at a meeting, it shall be in the power of any Member to move for suspension of that person. If the motion for suspension be duly seconded, the Chair shall call a vote, without debate. Should a majority vote for suspension, the Member so suspended must at once leave the meeting.
- 4.4.10 When the Chair considers that any business has been sufficiently discussed they shall, without further discussion, take the vote of the meeting at that point; and if the meeting, by a majority of the Members present and voting, shall be of that opinion the question be decided.

4.5 VOTING AT MEMBERS' MEETINGS

- 4.5.1 Every Full Member, as defined in Section 3.2.1, has one vote, which may be given either personally or by proxy.
- 4.5.2 A Full Member who wishes to appoint a proxy to vote on their behalf at any meeting must lodge with the Organisation, prior to the time when the meeting commences, a written proxy form or letter, signed by themselves.
- 4.5.3 A proxy need not be a Member of the Organisation.
- 4.5.4 A Full Member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 4.5.5 A proxy appointed to attend and vote at any meeting instead of a Full Member shall have the same right as the Full Member who appointed them to speak at the meeting.

- 4.5.6 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in Section 4.5.7.
- 4.5.7 The following resolutions will be valid only if passed by not less than two thirds of those eligible and voting on the resolution at a Members' meeting (or if passed by way of a written resolution under Section 4.6):
- i. For the alteration, suspension, or repeal of the Constitution;
 - ii. For permission to discuss a motion substantially the same in effect as a motion previously disposed of in the same year;
 - iii. A resolution expelling a person from Membership under Section 3.9;
 - iv. A resolution directing the Executive Committee to take any particular step (or directing the Executive Committee not to take any particular step);
 - v. A resolution for suspension of an official of the Organisation;
 - vi. 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);
 - vii. 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
 - viii. A resolution for the winding up or dissolution of the Organisation.
- 4.5.8 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 4.5.9 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 persons present at the meeting and entitled to vote, whether as Members or as proxies for Members) ask for a secret ballot.
- 4.5.10 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.

4.6 WRITTEN RESOLUTIONS BY MEMBERS

- 4.6.1 Any motion which a Member intends to propose at the AGM other than one which arises out of the business of the meeting, shall be notified in writing to the Secretary not less than fourteen days prior to the meeting. The Executive Committee who will decide by majority vote whether it should be taken forward to the AGM will review such notice of motion. The Secretary will give notice to Members of all Members motions prior the AGM.
- 4.6.2 A resolution agreed to in writing (or by e-mail) by all of the Full Members will be as valid as if it had been passed at an AGM or EGM; the date of the resolution will be taken to be the date on which the last Full Member agreed to it.

4.7 MINUTES

- 4.8 The Executive Committee must ensure that proper minutes are kept in relation to all AGMs, SGMs and EGMs.
- 4.9 Minutes of AGMs, SGMs and EGMs must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 4.10 The Executive Committee will make copies of the minutes to all Full Members as defined in Section 3.
- 4.11 Non-Members and Associate Members may receive copies of the minutes suitably edited to exclude confidential material that would be inappropriate to make public.

5 EXECUTIVE COMMITTEE

5.1 NUMBER OF CHARITY TRUSTEES

- 5.1.1 The maximum size of the Executive Committee is seven; i.e., for the avoidance of doubt the maximum number of Charity Trustees is seven.
- 5.1.2 The minimum number of Charity Trustees is four. Should the number of the elected Executive Committee fall below four, or should a vacancy occur in the office of President, Vice-President, or Treasurer, an SGM shall be convened by resolution of the Executive Committee for the purpose of filling the vacancy or vacancies. None need be filled if they occur within three months before the AGM.

5.2 ELIGIBILITY

- 5.2.1 A candidate for election as a Charity Trustee and thereby serve on the Executive Committee must have been a Member of the Organisation for one year and must not be in arrears with contributions.
- 5.2.2 No candidate shall be nominated without his or her approval and no person who is not present at the meeting shall be nominated unless he or she has expressed his or her approval in writing.
- 5.2.3 A person will not be eligible for election, re-election or appointment to the Executive Committee if they:
- i) have not attended without reasonable cause a minimum of half the number of the Executive Committee Meetings held during the year prior to the AGM;
 - ii) are disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005.
- 5.2.4 The President is not permitted more than four consecutive years in that role and twelve years in total.
- 5.2.5 The other officers (Vice President, Secretary and Treasurer) are not permitted to serve in their role for more than five consecutive years and ten years in total.
- 5.2.6 Co-opted Members of the Executive Committee may serve on the Executive Committee for one year after which their Membership of the Executive Committee expires. The maximum number of years in total that Co-opted Members may be co-opted to the Executive Committee is ten years.

5.3 INITIAL CHARITY TRUSTEES

The individuals who signed the Charity Trustee declaration forms that 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. To remain Charity Trustees they must be elected at an AGM.

5.4 ELECTION AND RE-ELECTION

- 5.4.1 At each AGM, the Members may elect eligible Members to serve on the Executive Committee as a Charity Trustee.
- 5.4.2 The Executive Committee may at any time co-opt any eligible Member to be a Charity Trustee for a period of one year.
- 5.4.3 At each AGM, all of the Charity Trustees, i.e. Members of the Executive Committee, (elected or Co-opted) must retire from office - but may then be re-elected if they satisfy the eligibility criteria as defined in Section 5.2.
- 5.4.4 There will be no automatic re-election of Charity Trustees.

5.5 TERMINATION OF OFFICE

- 5.5.1 A Charity Trustee will automatically cease to hold office if:
- i) They becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - ii) They 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;
 - iii) They cease to be a Member;
 - iv) They resign from the Executive Committee by letter or e-mail;
 - v) They are absent from more than three consecutive meetings of the Executive Committee and the Executive Committee votes to remove them from office;
 - vi) They are removed from office by resolution of the Executive Committee on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in Section 6.2); a majority vote is required for the resolution to be accepted;
 - vii) They are removed from office by resolution of the Executive Committee on the grounds that they are 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; a majority vote is required for the resolution to be accepted; or
 - viii) They are removed from office by a resolution of the Members passed at an AGM or EGM.
- 5.5.2 A resolution under Section 5.5.1, paragraphs vi), vii) and viii) be valid only if:
- i) The Charity Trustee who is the subject of the resolution is given one calendar month prior written notice of the grounds upon which the resolution for their removal is to be proposed; and
 - ii) 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.

5.6 REGISTER OF CHARITY TRUSTEES

- 5.6.1 The Executive Committee must keep a register of Charity Trustees, setting out
- i) for each current Charity Trustee:
 - a) Their full name and address;
 - b) The date on which they were appointed as a Charity Trustee; and
 - c) Any office held by them in the Organisation;
 - ii) for each former Charity Trustee - for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
 - a) The name of the Charity Trustee;

- b) Any office held by him/her in the Organisation; and
- c) The date on which he/she ceased to be a Charity Trustee.

5.6.2 The Executive Committee must ensure that the register of Charity Trustees is updated within 28 days of any change:

- a) Which arises from a resolution of the Executive Committee or a resolution passed by the Members of the Organisation; or
- b) Which is notified to the Organisation.

5.6.3 If any person requests a copy of the register of Charity Trustees, the Executive Committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If a person who is not a Charity Trustee of the Organisation makes the request, the Executive Committee may provide a copy that has the home addresses removed if the Executive Committee is satisfied, that including that information is likely to jeopardise the safety or security of any person or premises.

5.7 OFFICE-BEARERS

5.7.1 The Members at an AGM must elect from the Elected Trustees a President, Vice-President, Secretary and Treasurer. These elected office-bearers together with Co-opted Members will comprise the Executive Committee.

5.7.2 All of the office-bearers will cease to hold office at the conclusion of each AGM, unless re-elected under Section 5.4 at that AGM as an office bearer for the following year.

5.7.3 A person elected to any office will automatically cease to hold that office:

- a) If he/she ceases to be a Charity Trustee; or
- b) If he/she gives to the Organisation a notice of resignation from that office, signed by him/her.

5.8 POWERS OF EXECUTIVE COMMITTEE

5.8.1 Except where this Constitution states otherwise, the Organisation (and its assets and operations) will be managed by the Executive Committee; and the Executive Committee may exercise all the powers of the Organisation.

5.8.2 A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

5.8.3 The Members may, by way of a resolution passed in compliance with Section 4.5.7, direct the Executive Committee to take any particular step or direct the Executive Committee not to take any particular step; and the Executive Committee shall give effect to any such direction accordingly.

6 CHARITY TRUSTEES - GENERAL DUTIES

- 6.1.1 Each Charity Trustee, (Member of the Executive Committee) has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Organisation; and, in particular, must:
- i) Seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
 - ii) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - iii) In circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
 - a) Put the interests of the Organisation before that of the other party;
 - b) Disclose the potential conflict of interest to the Organisation; and
 - iv) 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.
- 6.1.2 In addition to the duties outlined in paragraph 6.1.1, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- i) That any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
 - ii) That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 6.1.3 Charity Trustees must declare any personal interests subject to discussion or vote at an Executive Committee Meeting.
- 6.1.4 Charity Trustees with a personnel interest may enter into an arrangement with the Organisation (subject to the requirement of paragraph 6.1.1 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), and may retain any personal benefit that arises from that arrangement.
- 6.1.5 No Charity Trustee may be given any remuneration by the Organisation for carrying out his/her duties as a Charity Trustee.
- 6.1.6 Charity Trustees may be paid for travelling and other expenses reasonably incurred by them in carrying out their duties as a Charity Trustee as defined in the Organisation's expenses procedure.

6.2 CODE OF CONDUCT FOR CHARITY TRUSTEES

- 6.2.1 Charity Trustees shall comply with the Policies and Procedures of the Organisation as defined and approved by the Executive Committee.
- 6.2.2 The Organisation's Policy and Procedures shall incorporate 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 Organisation's Policies and Procedures.

7 DECISION-MAKING BY THE EXECUTIVE COMMITTEE (CHARITY TRUSTEES)

7.1 NOTICE OF EXECUTIVE COMMITTEE MEETINGS

- 7.1.1 The President, or in his absence the Vice-President shall organise Executive Committee meetings, as frequently as may be necessary, but at intervals of not more than three months. All business, except routine, shall be stated on the meeting Agenda to be issued by the Secretary prior to the meeting.
- 7.1.2 Any Charity Trustee may request the President to convene a Committee meeting.
- 7.1.3 At least 7 days' notice must be given of each Executive Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.

7.2 PROCEDURE AT EXECUTIVE COMMITTEE MEETINGS

- 7.2.1 No valid decisions can be taken at an Executive Committee Meeting unless a quorum is present; the quorum for Executive Committee meetings is four trustees, present in person.
- 7.2.2 If at any time the number of Charity Trustees in office falls below the number stated as the quorum i.e. four, 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.
- 7.2.3 The President of the Organisation should act as the Chair of each Executive Committee meeting.
- 7.2.4 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 Chair), the Vice-President should preside at the meeting. If neither the President nor Vice-President is present or willing to act as Chair, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chair of that meeting.
- 7.2.5 All correspondence that requires discussion or decision-making must be circulated to the Executive Committee Members. Any material considered confidential may be excluded at the Chair's discretion.
- 7.2.6 Every Charity Trustee has one vote, which must be given personally.
- 7.2.7 All decisions at Executive Committee meetings will be made by majority vote.
- 7.2.8 If there are an equal number of votes for and against any resolution, the Chair of the meeting will be entitled to a second (casting) vote.
- 7.2.9 The Executive Committee may, at its discretion, allow any person to attend and speak at an Executive Committee meeting notwithstanding that they are not a Charity Trustee, on the basis that they must not participate in decision-making.
- 7.2.10 A Charity Trustee must declare any personal interests prior to discussion of any item on the Executive Committee Agenda.
- 7.2.11 A Charity Trustee with a personal interest must act in good faith when voting on any resolution that relates to a matter in which they have a personal interest.
- 7.2.12 A Charity Trustee must not vote and must withdraw from the meeting on any matters relating to their personal interest (or may conflict) with the interests of the Organisation.

7.3 MINUTES

- 7.3.1 The Executive Committee must ensure that proper minutes are kept in relation to all Executive Meetings and meetings of sub-committees. These minutes must be circulated promptly to all Members of the Executive Committee.
- 7.3.2 Executive Committee Meeting minutes must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

- 7.3.3 The minutes of the Executive Committee Meetings shall be made available to all Full Members.
- 7.3.4 The minutes of the Executive Committee Meetings shall be made available to Associate Members with confidential information edited as appropriate.

8 ADMINISTRATION

Delegation to sub-committees

- 8.1 The Executive Committee may appoint Special Committees (the Members of which need not necessarily be Members of the Executive Committee) to carry out various duties in support of the activities of the Organisation. Such Committees shall consist of not less than three Members, and they shall appoint one of their numbers Chair. The President shall be an ex officio Member. The sub-committee should appoint one of their number as Secretary to minute sub-committee meetings.
- 8.2 The Executive Committee 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, with appropriate conditions, such as a reporting schedule.
- 8.3 The Executive Committee may dissolve a sub-committee at any time, by resolution.

9 ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- 9.1 The Organisation's accounts will be managed according to the Organisation's Policies and Procedures.
- 9.2 The Executive Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 9.3 The Treasurer shall submit an interim statement to the Executive Committee whenever called upon. The financial statement, duly audited, together with a draft of the Annual Report, shall be submitted to the Executive Committee at least seven days prior to the AGM.
- 9.4 The books and accounts of the Organisation shall be audited by a person appointed by the Executive Committee and this appointment to be confirmed at the AGM.
- 9.5 All the assets of the Organisation shall be insured for their replacement value as laid out in the Organisation's Policies and Procedures.
- 9.6 The inventory of the assets of the Organisation shall be maintained and checked annually as per the requirements of the Organisation's Policy and Procedures.

10 WINDING-UP

- 10.1 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.
- 10.2 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.

11 ALTERATIONS TO THE CONSTITUTION

- 11.1 This Constitution may be altered by resolution of the Members passed at a SGM or by way of a written resolution of the Members.
- 11.2 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).