

## CONSTITUTION OF GLENROTHES ART CLUB (SCIO)

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 24
<b>MEMBERS</b>	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 25 - 40
<b>DECISION-MAKING BY THE MEMBERS</b>	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 41 - 67
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/retiral/re-election, termination of office, register of Charity trustees, office bearers, powers, general duties, code of conduct	clauses 68 - 96
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at Board meetings, minutes	clauses 97 - 112
<b>ADMINISTRATION</b>	sub-committees, operation of accounts, accounting records and annual accounts	clauses 113 - 121
<b>MISCELLANEOUS</b>	winding up, alterations to the constitution, interpretation	clauses 122 - 127

## **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 Glenrothes Art Club (SCIO)

### **Purposes**

- 4 The organisation's purpose shall be to promote the benefit of the inhabitants of Glenrothes and its immediate environs (hereinafter called "the neighbourhood") and advance the education of the public by:
  - 4.1 encouraging and facilitating the practice and appreciation of art and craft;
  - 4.2 enabling development of skills and exchange of views and information;
  - 4.3 creating opportunities for learning;
  - 4.4 providing a regular exhibition programme;
  - 4.5 having working links with other bodies that sustain an arts focus;
  - 4.6 raising funds in support of these objectives.

### **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 charitable purposes.
- 7 Hold a bank account in the name of Glenrothes Art Club and make and receive payments to this account in furtherance of the objectives.
- 8 Purchase, lease or hire premises and necessary equipment and provide/lend such where appropriate to further the aims.
- 9 Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets owned by the Charity.

- 10 Receive contributions by way of donations and raise funds to further the objectives.
- 11 Employ staff and engage the services of instructors, tutors and volunteers and to assist in the work of the Charity and provide payment where appropriate and reimburse approved out-of-pocket expenses.
- 12 To purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability.
- 13 To indemnify and reimburse themselves out of the Charity's Estate for any expenses or liabilities.
- 14 Promote the Charity to the general public by means of leaflets, posters, newspaper advertisements, new media and social media.
- 15 To appoint and convene such advisory committees or undertake such consultation as is considered appropriate.
- 16 To make such rules and procedures as they consider necessary for the day-to-day management of the Charity.
- 17 To merge with or enter into any partnership or joint venture arrangement with any other charitable organisation formed for purposes similar to the Charity.
- 18 To affiliate to other groups who hold similar visions and values.
- 19 The Board shall have the power to make, suspend and rescind Standing Orders and Regulations for the administration of the affairs of Glenrothes Art Club, providing that these shall be consistent with the policy of the Club.

## 20 **Equal Opportunities**

In relation to its purposes, the organisation will;

- (a) Strive to avoid intentional and unintentional discrimination by any protected characteristic as determined by the Equality Act 2010 or any other artificial barriers or prejudices.
- (b) Undertake whatever changes in organisation or facilities may be necessary to implement the above.

## **Liability of members**

- 21 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.

- 22 The members and Charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 21 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**

- 23 The structure of the organisation consists of:-
- 23.1 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 appoint people to serve on the Board and take decisions on changes to the constitution itself;
- 23.2 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.
- 24 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

### **MEMBERS**

#### **Qualifications for membership**

- 25 Membership shall be open to individuals, over the age of 16, who subscribe to the aims and values of the Club. Individuals shall be eligible for membership of the Club upon payment of such annual subscription as may from time to time be determined by the Annual General Meeting.
- 26 Employees of the organisation are not eligible for membership.

#### **Application for membership**

- 27 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.
- 28 The Board may, at its discretion, refuse to admit any person to membership.
- 29 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership. This will normally be in the form of a Membership Card.

#### **Membership subscription**

- 29 Individuals shall be eligible for membership of the Club upon payment of such annual subscription as may from time to time be determined by the Annual General Meeting.
- 30 Payment of subscription shall normally be paid no later than twenty-eight days after the Annual General Meeting.

## **Register of members**

- 31 The Board must keep a register of members, setting out
- 31.1 for each current member:
    - 31.1.1 their full name and address; and
    - 31.1.2 the date on which they were registered as a member of the organisation;
  - 31.2 for each former member - for at least two years from the date on which they ceased to be a member:
    - 31.2.1 their name; and
    - 31.2.2 the date on which they ceased to be a member.
- 32 The Board must ensure that the register of members is updated within 28 days of any change:
- 32.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
  - 32.2 which is notified to the organisation.
- 33 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 them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a Charity trustee), the Board may provide a copy which has the addresses blanked out.

## **Withdrawal from membership**

- 34 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

## **Transfer of membership**

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

## **Re-registration of members**

- 36 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.

- 37 If a member fails to provide confirmation to the Board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 36, the Board may expel them from membership.
- 38 A notice under clause 36 will not be valid unless it refers specifically to the consequences (under clause 37) of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

- 39 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:-
- 39.1 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;
- 39.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

- 40 Membership of the organisation will terminate on death.

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

### **Members' meetings**

- 41 The Board must arrange a meeting of members (an Annual General Meeting or "AGM") in each calendar year.

#### **41.1 Definitions:**

**Virtual meeting:** a meeting of members of the charity or a meeting of the charity trustees [Board of Management] where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending **virtually**.

**Hybrid meeting:** a meeting of members of the charity or a meeting of the charity trustees [Board of Management] at which some participants are attending the meeting in person and others are attending virtually.

#### **Meetings**

Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow.

A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.

Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

- 42 The gap between one AGM and the next must not be longer than 15 months.
- 43 Notwithstanding clause 41, 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.
- 44 The business of each AGM must include:-
  - 44.1 a report by the President on the activities of the organisation;
  - 44.2 consideration of the annual accounts of the organisation;
  - 44.3 the election/re-election of Charity trustees, as referred to in clauses 72 to 75.
- 45 The Board may arrange a special members' meeting at any time.

#### **Power to request the Board to arrange a special members' meeting**

- 46 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:
  - 46.1 the notice states the purposes for which the meeting is to be held; and
  - 46.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 47 If the Board receive a notice under clause 46, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

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

- 48 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 49 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- 49.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 49.2 in the case of any other resolution falling within clause 59 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 50 The reference to “clear days” in clause 48 shall be taken to mean that, in calculating the period of notice,
- 50.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 50.2 the day of the meeting itself should also be excluded.
- 51 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.
- 52 Any notice which requires to be given to a member under this constitution must be: -
- 52.1 sent by post to the member, at the address last notified by them to the organisation; *or*
- 52.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

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

- 53 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 54 The quorum for a members' meeting is 15 members, present in person.
- 55 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.
- 56 The President of the organisation should act as chairperson of each members' meeting.
- 57 If the President 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**

- 58 Every member has one vote, which must be given personally.



- 59 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 60.
- 60 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 64):
- 60.1 a resolution amending the constitution;
  - 60.2 a resolution expelling a person from membership under clause 39;
  - 60.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
  - 60.4 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);
  - 60.5 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);
  - 60.6 a resolution for the winding up or dissolution of the organisation.
- 61 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.
- 62 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.
- 63 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

### **Written resolutions by members**

- 64 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**

- 65 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 66 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.
- 67 The Board shall make available copies of the minutes referred to in clause 65 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 112.

## **BOARD**

### **Number of Charity trustees**

- 68 The maximum number of Charity trustees is 11; out of that:
- 68.1 no more than 4 shall be Charity trustees who were elected/appointed under clauses 72 and 73 (or deemed to have been appointed under clause 71); and
  - 68.2 no more than 3 shall be Charity trustees who were co-opted under the provisions of clauses 76 and 77.

The minimum number of Charity trustees is 3.

### **Eligibility**

- 69 A person shall not be eligible for election/appointment to the Board under clauses 71 to 74 unless they are a member of the organisation; a person appointed to the Board under clause 76 need not, however, be a member of the organisation.
- 70 A person will not be eligible for election or appointment to the Board if they are: -
- 70.1 disqualified from being a Charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 70.2 an employee of the organisation.

### **Initial Charity trustees**

- 71 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.

### **Election, retiral, re-election**

- 72 At each AGM, the members may elect any member (unless they are debarred from membership under clause 70) to be a Charity trustee.
- 73 The Board may at any time appoint any member (unless they are debarred from membership under clause 70 ) to be a Charity trustee.
- 74 At each AGM, all of the Charity trustees elected/appointed under clauses 72 and 73 (and, in the case of the first AGM, those deemed to have been appointed under clause 71) shall retire from office – but shall then be eligible for re-election under clause 72.
- 75 A Charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 75.1 they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Charity trustee; or

- 75.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
- 75.3 a resolution for the re-election of that Charity trustee was put to the AGM and was not carried.

### **Appointment/re-appointment of co-opted Charity trustees**

- 76 In addition to their powers under clause 73, the Board may at any time appoint any non-member of the organisation to be a Charity trustee (subject to clause 68, and providing they are not debarred from membership under clause 70) either on the basis that they have been nominated by a body with which the organisation has close contact in the course of its activities *or* on the basis that they have specialist experience and/or skills which could be of assistance to the Board.
- 77 At each AGM, all of the Charity trustees appointed under clause 76 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 78 A Charity trustee will automatically cease to hold office if: -
  - 78.1 they become disqualified from being a Charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 78.2 they become incapable for medical reasons of carrying out their duties as a Charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 78.3 (in the case of a Charity trustee elected/appointed under clauses 72 to 75) they cease to be a member of the organisation;
  - 78.4 they become an employee of the organisation;
  - 78.5 they give the organisation a notice of resignation, signed by them;
  - 78.6 they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove them from office;
  - 78.7 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity trustees (as referred to in clause 95);
  - 78.8 they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 78.9 they are removed from office by a resolution of the members passed at a members' meeting.

- 79 A resolution under paragraph 78.7, 78.8 or 78.9 shall be valid only if: -
- 79.1 the Charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 79.2 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
  - 79.3 (in the case of a resolution under paragraph 78.7 or 78.8) 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**

- 80 The Board must keep a register of Charity trustees, setting out
- 80.1 for each current Charity trustee:
    - 80.1.1 their full name and address;
    - 80.1.2 the date on which they were appointed as a Charity trustee; and
    - 80.1.3 any office held by them in the organisation;
  - 80.2 for each former Charity trustee - for at least two years from the date on which they ceased to be a Charity trustee:
    - 80.2.1 the name of the Charity trustee;
    - 80.2.2 any office held by them in the organisation; and
    - 80.2.3 the date on which they ceased to be a Charity trustee.
- 81 The Board must ensure that the register of Charity trustees is updated within 28 days of any change:
- 81.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
  - 81.2 which is notified to the organisation.
- 82 If any person requests a copy of the register of Charity trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity trustee of the organisation, the Board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

## **Office-bearers**

- 83 The Charity trustees must elect (from among themselves) a President, a Treasurer and a Secretary.
- 84 In addition to the office-bearers required under clause 83, the Charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 85 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 83 or 84.
- 86 A person elected to any office will automatically cease to hold that office: -
- 86.1 if they cease to be a Charity trustee; *or*
  - 86.2 if they give to the organisation a notice of resignation from that office, signed by them.

## **Powers of Board**

- 87 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.
- 88 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 89 The members may, by way of a resolution passed in compliance with clause 60 (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**

- 90 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:-
- 90.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 90.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 90.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 90.3.1 put the interests of the organisation before that of the other party;

90.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other Charity trustees with regard to the matter in question;

90.4 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.

91 In addition to the duties outlined in clause 90, all of the Charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

91.1 that any breach of any of those duties by a Charity trustee is corrected by the Charity trustee concerned and not repeated; and

91.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

92 Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a Charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 93 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

93 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 their duties as a Charity trustee.

94 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**

95 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.

96 The code of conduct referred to in clause 95 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**

### **Notice of Board meetings**

97 Any Charity trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board.

- 98 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**

- 99 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 3 Charity trustees, present in person.
- 100 If at any time the number of Charity trustees in office falls below the number stated as the quorum in clause 99, 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.
- 101 The President of the organisation should act as chairperson of each Board meeting.
- 102 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.
- 103 Every Charity trustee has one vote, which must be given personally.
- 104 All decisions at Board meetings will be made by majority vote.
- 105 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.
- 106 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that they are not a Charity trustee - but on the basis that they must not participate in decision-making.
- 107 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 they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 108 For the purposes of clause 107: -
- 108.1 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;
- 108.2 a Charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 109 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 110 The minutes to be kept under clause 109 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 111 The Board shall (subject to clause 112) make available copies of the minutes referred to in clause 109 to any member of the public requesting them.
- 112 The Board may exclude from any copy minutes made available to a member of the public under clause 111 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**

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

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

### **Operation of accounts**

- 118 Subject to clause 119, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a Charity trustee.
- 119 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 118.



## **Accounting records and annual accounts**

- 120 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 121 The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

- 122 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 123 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

### **Alterations to the constitution**

- 124 This constitution may (subject to clause 125) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 60) or by way of a written resolution of the members.
- 125 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).

### **Interpretation**

- 126 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 126.1 any statutory provision which adds to, modifies or replaces that Act; and
- 126.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 126.1 above.
- 127 In this constitution: -
- 127.1 "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 objects are limited to charitable purposes;

127.2 “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.

The original Constitution of Glenrothes Art Club was adopted at a Public Meeting held in Glenrothes, Fife on Wednesday 12th July 1995.

This Constitution was adopted on conversion of Glenrothes Art Club to a Scottish Charitable Incorporated Organisation (SCIO) at a Members Meeting held in the Club’s Caledonia House Studios and Clubrooms, Pentland Park, Saltire Centre, Glenrothes KY6 2AL on Sunday 6<sup>th</sup> October 2019.

