

CONSTITUTION

of

DUNFERMLINE RUGBY FOOTBALL CLUB [SCIO]

## Table of Contents

Type of organisation .....	3
Scottish principal office .....	3
Name .....	3
Purposes .....	3
Powers .....	3
Liability of members .....	3
General structure .....	4
Qualifications for membership .....	4
Application for membership .....	4
Membership subscription .....	5
Register of members .....	5
Withdrawal from membership .....	5
Transfer of membership .....	5
Re-registration of members .....	6
Expulsion from membership .....	6
Members' meetings .....	6
Power to request the board to arrange a special members' meeting.....	7
Notice of members' meetings .....	7
Attendance and speaking at general meetings .....	7
Procedure at members' meetings .....	8
Voting at members' meetings .....	8
Written resolutions by members .....	9
Minutes .....	9
Number of charity trustees .....	9
Eligibility .....	9
Election, retiral, re-election .....	9
Termination of office .....	10

Register of charity trustees .....	11
Office-bearers .....	12
Powers of board .....	12
Charity trustees – general duties .....	12
Code of conduct for charity trustees .....	13
Notice of board meetings .....	13
Procedure at board meetings .....	14
Minutes .....	15
Delegation to sub-committees .....	15
Operation of accounts .....	15
Accounting records and annual accounts .....	15
Rules and regulations .....	16
Winding-up .....	16
Alterations to the Constitution.....	16
Interpretation .....	16

## General

### 1. **Type of organisation**

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

### 2. **Scottish principal office**

- The principal office of the organisation will be in Scotland at MCKANE PARK, LIMKLINS ROAD, DUNFERMLINE, KY12 7XA

### 3. **Name**

- The organisation's name is DUNFERMLINE RUGBY FOOTBALL CLUB [SCIO].

### 4. **Purposes**

#### 4.1. The organisation's purposes are:

- To advance public participation in the sport of Rugby Union Football and to improve the health and well-being of a wide range of participants.
- To provide, develop, manage and promote recreational facilities and related recreational activities available to the public generally with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended; and
- To advance education with the provision of coaching and training throughout lifelong learning regarding sport, fitness, first aid and related skills to broaden the development of individual capabilities of children, youths, young adults and adults.

#### 4.2. The organisation may advance any of the above purposes or objects by the giving of grants or loans or the provision of credit or other forms of assistance, financial or otherwise, to persons undertaking projects, initiatives and/or activities which further any of the above purposes or objects and which are wholly charitable within the meaning of the Taxes Acts and section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

### 5. **Powers**

#### 5.1. The organisation has the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

#### 5.2. 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.

### 6. **Liability of members**

#### 6.1. The organisation's members have no liability to pay any sums to help meet the organisation's debts (or other liabilities) if it is wound up; accordingly, if the organisation cannot meet its obligations, the members will not be held responsible.

6.2. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005, and clause 6.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## 7. **General structure**

7.1. The structure of the organisation consists of:

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 make decisions on changes to the constitution itself.

The Trustees (The board) - They hold regular meetings and generally control the organisation's activities; for example, the board is responsible for the strategic planning, development, and day-to-day running of the rugby club and ensuring compliance with the SCIO's constitution, objectives, and legal obligations.

## 8.0 **Members**

Qualifications for membership.

8.1. membership application is open to any individual.

8.2. The organisation shall have a membership policy setting out categories of membership as determined by the board from time to time and approved by the members at an annual general meeting.

8.3. An individual's membership shall continue for a limited period (expected to be a maximum of 12 months in most instances) as determined by the membership policy. Upon expiry of such a limited period, that membership shall be deemed to have expired.

8.4. Employees of the organisation are not eligible for membership.

8.5. Notwithstanding the terms of clause 8.4, the board has discretion to permit an employee of the organisation to become a member, provided that at no time shall members who are also employees outnumber members who are not employees.

## 9. **Application for membership**

9.1. Any person who wishes to become a member must complete a membership application on the club website or apply for membership in such other manner as the board may stipulate from time to time.

9.2. The board (or any charity trustee or sub-committee so delegated by the board from time to time) shall carefully consider any membership application.

9.3. The board may, at its discretion, refuse to admit any person to membership.

9.4. The board must notify any applicant promptly (in writing or by e-mail) of its decision not to admit the membership but need not provide any reason for doing so.

9.5. Any person who has had their membership application refused by the board shall have a right of appeal to be heard by the members at an annual general meeting held in accordance with clause 16.

9.6. If an application for membership has been rejected by the board under clause 9.3 and such rejection has been overturned by the members at an annual general meeting approving the application, the applicant will become a member from the date that the resolution to approve the application was passed.

10. **Membership subscription**

10.1. A membership subscription will be payable as determined by the organisation's membership policy adopted under clause 8.2.

10.2. Payment of the membership subscription is a condition of membership of the organisation.

11. **Register of members**

11.1. The board must keep a register of all the current members, setting out their full name and address and the date on which they were registered as a member of the organisation.

11.2. Every person who successfully applies to become a member of the organisation, whose subscription dues are paid up to date per the membership policy, and whose name is entered in the organisation's register of members, is a member of the organisation.

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

11.4. If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to the requesting member within 28 days, provided that 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 redacted.

12. **Withdrawal from membership**

Any person who wants to withdraw from membership must give written notice to the organisation, signed by that person. They will cease to be a member from the time when the notice is received by the organisation.

13. **Transfer of membership**

Membership of the organisation may not be transferred by a member. When a member withdraws from the organisation in terms of clause 12, their membership will be cancelled.

14. **Re-registration of members**

- 14.1. The board or any charity trustee so delegated by 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 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 14.2. If a member fails to confirm 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 days referred to in clause 14.1, the board may expel them from membership.
- 14.3. A notice under clause 14.1 will not be valid unless it refers specifically to the consequences (under clause 14.2) of failing to confirm within the 28-day period.

15. **Expulsion from membership**

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

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

- 15.2. The board may at any time by Majority Resolution expel any member at any time provided that:

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

the member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the board called to consider the case and to be heard in defence.

- 15.3. Any member so expelled under clauses 15.1 and 15.2 shall lose all privileges of membership without prejudice to any claims that the organisation may have, but the board by resolution may re-admit to membership any member so expelled at such time and on such terms as it may determine.

Decision-making by the members

16. **Members' meetings**

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

- 16.2. The gap between one AGM and the next must not be longer than 15 months unless exceptional circumstances apply (in the opinion of the board, acting reasonably).

- 16.3. The business of each AGM must include:

- A report by the chair on the activities of the organisation; consideration of the annual accounts of the organisation;

- Approval of the membership policy, including membership subscriptions, proposed by the board from time to time;
- The hearing of any appeal by a person under clause 9.5; and the election/re-election of charity trustees, as referred to in clause 26.1.

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

**17. Power to request the trustees to arrange a special members' meeting**

17.1. The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, provided that: the notice states the purposes for which the meeting is to be held and those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

17.2. If the board receives a notice under clause 17.1, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

**18. Notice of members' meetings**

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

18.2. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting and in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s) or in the case of any other resolution falling within clause 21.3 (a requirement for two-thirds majority) must set out the exact terms of the resolution.

18.3. The reference to "clear days" in clause 18.1 shall be taken to mean that, in calculating the period of notice, the day after the notices are posted (or sent by e-mail) should be excluded; and the day of the meeting itself should also be excluded.

18.4. Notice of every members' meeting must be given to all the members of the organisation, and all the charity trustees. The accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

18.5. Any notice required to be given to a member under this constitution must be sent by post to the member, at the address last notified by the member to the organisation or sent by e-mail to the member, at the e-mail address last notified by the member to the organisation.

**19. Attendance and speaking at general meetings**

19.1. All members can attend and exercise the right to speak at a members' meeting.

19.2. The board may make whatever arrangements they consider appropriate to enable those attending a members' meeting to exercise their rights to speak or vote at it.

19.4. In determining attendance at a members' meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

20. **Procedure at members' meetings**

20.1. No valid decisions can be taken at any members' meeting unless a quorum is present.

20.2. The quorum for a members' meeting is 20 members.

20.3. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start – or if a quorum ceases to be present during a members' meeting – the meeting cannot proceed and fresh notices of a meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

20.4. The President of the organisation should act as chairperson of each member's meeting.

20.5. 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 board members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

21. **Voting at members' meetings**

21.1. Every member who is 18 years or older has one vote, which must be given personally.

21.2. All decisions at members' meetings will be made by majority vote – except for the types of resolution listed in clause 21.3.

21.3. The following resolutions will be valid only if passed by not less than two-thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 22):

- a resolution amending the constitution;
- a resolution expelling a person from membership under clause 15.1;
- a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 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 under that amalgamation);
- 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); or
- a resolution for the winding up or dissolution of the organisation.

21.4. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

21.5. Subject to clause 21.6, 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) asks for a secret ballot.

21.6. A resolution put to the vote at a members' meeting which is also being held online will be decided (at the discretion of the chairperson of the meeting) either on a show of hands or by way of electronic voting, should the online meeting platform allow electronic voting.

21.7. The President will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

22. **Written resolutions by members**

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 and the date of the resolution will be taken to be the date on which the last member agreed to it.

23. **Minutes**

23.1. The board must ensure that proper minutes are kept concerning all members' meetings.

23.2. Minutes of members' meetings must include the names of those present and (so far as possible) should be signed by the chairperson of the meeting.

The Trustees

24. **Number of charity trustees**

24.1. The maximum number of charity trustees is five.

24.2. The minimum number of charity trustees is three.

25. **Eligibility to be a trustee**

25.1. A person will not be eligible for election or appointment to be a trustee unless they are a member of the organisation.

25.2. A person will not be eligible for election or appointment to become a trustee if they are:

- disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- an employee of the organisation.

26. **Election, retiral, re-election**

26.1. No person shall be appointed or reappointed a charity trustee at any general meeting unless:

- They are recommended by the other trustees or:
- not less than 7 clear days before the date appointed for the meeting, written notice executed by five members qualified to vote at the meeting has been given to the organisation of the intention to propose that

person for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the organisation's register of charity trustees together with notice executed by that person of their willingness to be appointed or reappointed.

26.2. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the charity trustees for appointment or reappointment as a charity trustee at the meeting or in respect of whom notice has been duly given to the organisation of the intention to propose them at the meeting for appointment or reappointment as a charity trustee. The notice shall give the particulars of that person which would if they were so appointed or reappointed, be required to be included in the organisation's register of charity trustees.

26.3. The organisation may by ordinary resolution appoint a person who is willing to act to be a charity trustee either to fill a vacancy or as an additional charity trustee and (subject to Article 26.4) may also determine the rotation in which any additional charity trustees are to retire.

26.4. Each charity trustee (unless appointed under clause 26.6) shall be appointed by the members at an AGM and shall then hold office for a term of three years. After holding office as a charity trustee for three years a charity trustee shall retire.

26.5. Where a charity trustee has held office for a term of three years and retired, under clause 26.4 above, that charity trustee may, assuming they are willing to act, be re-appointed by ordinary resolution of the members at an AGM at which they have retired to serve as a charity trustee for a consecutive three-year term. After holding office as a charity trustee for such a consecutive three-year term a charity trustee shall retire and shall not then be eligible for re-election for a further period of one year.

26.6. The charity trustees may appoint a person who is willing to act to be a charity trustee, either to fill a vacancy or as an additional charity trustee, provided that the appointment does not cause the number of charity trustees to exceed any number fixed by or in accordance with the organisation's constitution as the maximum number of charity trustees. Such charity trustees shall be subject to re-election at the next AGM of the organisation.

26.7. For the avoidance of doubt, the duration of appointment of any charity trustee which has occurred before the date of adoption of clause 26 shall be disregarded when considering the period that such charity trustee has held office for clauses 26.4 and 26.5. Each person who is a charity trustee upon adoption of this constitution shall remain a charity trustee until they retire from that office per the terms of this constitution.

## 27. **Termination of office**

27.1. A charity trustee will automatically cease to hold office if:

- They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 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 more than six months;
- They cease to be a member of the organisation;
- They become an employee of the organisation;
- They give the organisation a signed notice of resignation
- They are absent (without good reason, in the opinion of the other trustees) from more than three consecutive meetings with the board – but only if the board resolves to remove them from office;
- They are removed from office by resolution of the other trustees 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 32);
- 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
- They are removed from office by a resolution of the members passed at a members' meeting.

27.2. A resolution under clause 27.1 shall be valid only if:

- 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
- the charity trustee concerned is allowed to address the meeting at which the resolution is proposed before the resolution is put to the vote; and
- in the case of a resolution under clause 27.1 at least two-thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

## 28. **Register of charity trustees**

28.1. The board must keep a register of charity trustees, setting out for each current charity trustee:

- Their full name and address.
- The date on which they were appointed as a charity trustee
- Any office held by them in the organisation
- And for each former charity trustee – for at least 6 years from the date on which they ceased to be a charity trustee:
- The name of the charity trustee
- Any office they held in the organisation
- The date on which they ceased to be a charity trustee.

28.2. The board must ensure that the register of charity trustees is updated within 28 days of any change.

28.3. 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, provided that 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 redacted if the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

## **29 The Management of the Club**

29.1 The SCIO shall be managed by the trustees that are elected annually at the Annual General Meeting (AGM) by the members and shall be known as The Management Board.

The Management Board shall consist of a minimum of three trustees and a maximum of five. The positions will normal be made up from the following positions but will be subject to change depending on the vote at the AGM.

- Club President
- Vice President
- Club Secretary
- Treasurer
- Youth Convenor

## **30. Powers of board**

30.1. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board and the board may exercise all the powers of the organisation.

30.2. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

30.3. The members may, by way of a resolution passed in compliance with clause 21.3 (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.

## **31. Charity trustees – general duties**

31.1. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and must:

- seek, in good faith, to ensure that the organisation acts in a manner which is consistent with its purposes.

- act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party put the interests of the organisation before that of the other party
  - 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 concerning the matter in question; and
  - ensure that the organisation complies with any direction, requirement, notice or duty imposed under or under the Charities and Trustee Investment (Scotland) Act 2005.
- 31.2. In addition to the duties outlined in clause 31.1, all the charity trustees must take such steps as are reasonably practicable to ensure:
- that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 31.3. Provided the trustee has declared their 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 they have a personal interest and (subject to clause 31.4 and 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.
- 31.4. No charity trustee may serve as an employee (full-time or part-time) of the organisation, and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 31.5. The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties, this may include expenses relating to their attendance at meetings.

## **32. Code of conduct for charity trustees**

- 32.1. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) which the board may prescribe from time to time.
- 32.2. The code of conduct referred to in clause 32.1 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 per the provisions of the code of conduct in force from time to time

## Decision-making by the Charity Trustees

### **33. Notice of board meetings**

33.1. The charity trustees must meet as the management board at least once a month however any charity trustee may call a meeting of the board or ask the club secretary to call a meeting of the management board.

33.2. At least seven days' notice must be given of each meeting with the management board, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

34. **Procedure For management board meetings**

34.1. The management board must meet at least once a month and no valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three, present in person or online.

34.2. If at any time the number of board members in office falls below the number stated as the quorum in clause 34.1, the remaining charity trustee(s) will have the power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.

34.3. The President of the organisation shall act as chairperson of each board meeting.

34.4. If the President is not present within 15 minutes after the time at which the meeting is due to start (or is not willing to act as chairperson), the members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

34.5. Every member of the board has one vote, which must be given personally.

34.6. All decisions at board meetings will be made by majority vote.

34.7. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

34.8. 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.

34.9. A charity trustee or board member must not vote at a board meeting (or at a meeting of a subcommittee) 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.

34.10. All or any of the charity trustees or board members may participate in a board meeting by means of a video-conference facility, conference telephone, or any other communication equipment which allows all of those participating in the meeting to communicate with each other. A charity trustee so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be considered in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair is at the time of the meeting.

34.11. For the purposes of clause 34.9:

- 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
- a charity trustee will be deemed to have a personal interest concerning 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.

35. **Minutes**

35.1. The board must ensure that proper minutes are kept concerning all board meetings and meetings of sub-committees.

35.2. The minutes to be kept under clause 35.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

Administration

36. **Delegation to sub-committees**

36.1. The board may delegate any of their powers to sub-committees. A sub-committee must include at least one board member(Trustee).

36.2. 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.

36.3. When delegating powers under clause 36.1 or 36.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

36.4. Any delegation of powers under clause 36.1 or 36.2 may be revoked or altered by the board at any time.

36.5. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

37. **Operation of accounts**

37.1. Subject to clause 37.2, the signature of the treasurer, 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 the value of which is ten thousand pounds or less. In relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation the value of which exceeds ten thousand pounds, the signatures of two board members will be required.

37.2. Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 37.1.

38. **Accounting records and annual accounts**

38.1. The board must ensure that proper accounting records are kept following all applicable statutory requirements.

38.2. The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

39. Rules and regulations

The board may establish, publish and enforce rules, regulations, bylaws, policies and procedures and codes of conduct, including without limitation, in respect of membership and child protection that are required from time to time for the effective operation of the organisation.

Miscellaneous

40. **Winding-up**

40.1. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out per the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

40.2. 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.

41. **Alterations to the constitution**

41.1. This constitution may (subject to clause 41.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two-thirds majority referred to in clause 21.3) or by way of a written resolution of the members.

41.2. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (such as a change of name, an alteration to the purposes, amalgamation, or winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

42. **Interpretation**

42.1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: any statutory provision which adds to, modifies or replaces that Act; and

any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 42.1.1 above.

42.2. In this constitution:

"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, provided that (in either case) that its objects are limited to charitable purposes

"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; and

"Majority Resolution" means a resolution of the board passed by a majority of two-thirds of the members of the board present and entitled to vote on the resolution.