

**CONSTITUTION**  
of  
**SCOTTISH CHARITABLE INCORPORATED ORGANISATION**  
**THE BUILDING LIMES FORUM**

**November 2012**  
**Amended September 2020**

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## **GENERAL**

### **Name**

- 1 The name of the organisation is The Building Limes Forum.

### **Purposes**

- 2 The organisation's purposes are to encourage expertise and understanding in the appropriate use of building limes and education in the standards of production, preparation, application and after-care and thereby
  - 2.1 advance education in the appropriate use of lime in building, whether in traditional structures or new-build;
  - 2.2 advance the art, heritage, culture and science of building limes through exchange of information and expertise, promotion of traditional building skills, development of appropriate industrial and craft skills and techniques, and participation in research;
  - 2.3 advance environmental protection or improvement through the promotion of the appropriate use of building limes.

### **Type of organisation**

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

### **Scottish principal office**

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

### **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.

### **Liability of members**

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and committee of management (charity trustees) have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005;

and paragraph 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## **General structure**

- 9 The structure of the organisation consists of:-
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the committee of management and take decisions on changes to the constitution itself;
  - 9.2 the COMMITTEE OF MANAGEMENT - who hold regular meetings, and generally control the activities of the organisation; for example, the committee of management is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the committee of management are referred to in this constitution as COMMITTEE MEMBERS.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to:
  - 11.1 any individual aged 16 or over who supports the purposes of the organisation.
  - 11.2 any corporate body which supports the purposes of the organisation.
  - 11.3 any individual who has been nominated for membership by an unincorporated body which supports the purposes of the organisation.
- 12 No more than one individual nominated under paragraph 11.3 by each unincorporated body may be a member of the organisation at any given time.
- 13 Employees of the organisation are not eligible for membership.

### **Application for membership**

- 14 Any person who wishes to become a member must apply in writing or by email, along with a remittance to meet the annual membership subscription; in the case of a corporate or unincorporated body, the application must be signed by an authorised representative of that body.
- 15 The committee of management may, at its discretion, refuse to admit any person or body to membership. No explanation needs to be given.
- 16 If the decision of the committee of management was to refuse admission, the board shall return to the applicant the remittance lodged by him/her under paragraph 14.

### **Membership subscription**

- 17 Members shall require to pay an annual membership subscription.
  - 17.1 The annual membership subscriptions shall be payable on or before 1 August in each year.
  - 17.2 categories of membership and the annual membership subscription for each category shall be determined by the committee of management from time to time. An increase cannot be retrospective.
  - 17.3 If the membership subscription payable by any member remains outstanding more than 26 weeks after the date on which it fell due - and providing he/she has been given at least one written reminder or email - the membership will be deemed to have lapsed.
  - 17.4 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## **Register of members**

- 18 The committee of management must keep a register of members, setting out
- 18.1 for each current member:
    - 18.1.1 his/her/its full name and address; and
    - 18.1.2 the date on which he/she was registered as a member of the organisation;
    - 18.1.3 (in the case of an individual nominated under paragraph 11.3) the name of the unincorporated body which nominated him/her for membership.
  - 18.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 18.2.1 his/her name; and
    - 18.2.2 the date on which he/she ceased to be a member.
- 19 The committee of management must ensure that the register of members is updated within 28 days of notification of any change:
- 19.1 which arises from a resolution of the committee of management or a resolution passed by the members of the organisation; or
  - 19.2 which is notified to the organisation.
- 20 If a member or committee member of the organisation requests a copy of the register of members, the committee of management must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a committee member), the committee of management may provide a copy which has the addresses blanked out.

## **Withdrawal from membership**

- 21 Any person or body who wants to withdraw from membership must give notice of withdrawal to the organisation; he/she/it will cease to be a member as from the time when the notice is received by the organisation.
- 22 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by notice of withdrawal to the organisation to that effect; the individual shall automatically cease to be a member as from the time when the notice is received by the organisation.

## **Transfer of membership**

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

## **Expulsion from membership**

- 24 Any person or body may be expelled from membership by way of a resolution passed by a majority of those present and voting at a meeting of the committee of management, providing the following procedures have been observed:
- 24.1 Notice of the resolution must be on the agenda for the meeting of the committee of management. This can be agreed by email.
  - 24.2 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;
  - 24.3 the member concerned will be entitled to be heard on the resolution at the meeting of the committee of management at which the resolution is proposed.

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

### **Members' meetings**

- 25 The committee of management must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 26 The gap between one AGM and the next must not be longer than 15 months.
- 27 Notwithstanding paragraph 25, 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.
- 28 The business of each AGM must include:-
- 28.1 a report by the convener on the activities of the organisation;
  - 28.2 consideration of the annual accounts of the organisation;
  - 28.3 the election/re-election of committee members, as referred to in paragraphs 57 to 63.
- 29 The committee of management may arrange a special members' meeting at any time.

### **Power to request the committee of management to arrange a special members' meeting**

- 30 The committee of management 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 from one or more members or, in the case of a member which is a corporate body, by an authorised representative of that body) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 30.1 the notice states the purposes for which the meeting is to be held; and
  - 30.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 31 If the committee of management receive a notice under paragraph 30, 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**

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

- 33.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 33.2 in the case of any other resolution falling within paragraph 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 34 The reference to “clear days” in paragraph 32 shall be taken to mean that, in calculating the period of notice,
- 34.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 34.2 the day of the meeting itself should also be excluded.
- 35 Notice of every members' meeting must be given to all the members of the organisation, and to all the committee members; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 36 Any notice which requires to be given to a member under this constitution must be: -
- 36.1 sent by post to the member, at the address last notified by him/her/it to the organisation; *or*
  - 36.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

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

- 37 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 38 The quorum for a members' meeting is twenty members or 5% whichever is the lesser figure, present in person or by remote access, or, in the case of members which are corporate bodies, present via their authorised representative or representatives.
- 39 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.
- 40 The convener of the organisation should act as chairperson of each members' meeting.
- 41 If the convener 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 committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.



## **Voting at members' meetings**

- 42 Every member has one vote, which must be given personally or, in the case of a member which is a corporate body, given via its authorised representative present at the meeting.
- 43 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the organisation.
- 44 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in paragraph 45.
- 45 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 paragraph 49):
- 45.1 a resolution amending the constitution;
  - 45.2 a resolution directing the committee of management to take any particular step (or directing the committee of management not to take any particular step);
  - 45.3 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);
  - 45.4 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);
  - 45.5 a resolution for the winding up or dissolution of the organisation.
- 46 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.
- 47 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 and entitled to vote) ask for a secret ballot.
- 48 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

## **Written resolutions by members**

- 49 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**

- 50 The committee of management must ensure that proper minutes are kept in relation to all members' meetings.
- 51 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.

## **COMMITTEE OF MANAGEMENT**

### **Number of committee members**

- 52 The maximum number of committee members is fifteen.
- 53 The minimum number of committee members is five.

### **Eligibility**

- 54 A person will not be eligible for election or appointment to the committee of management unless he/she is a member of the organisation or has been nominated for election or appointment to the committee of management by a member which is a corporate body.
- 55 A person will not be eligible for election or appointment to the committee of management if he/she is: -
  - 55.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 55.2 an employee of the organisation.

### **Initial committee members**

- 56 The individuals who were members of the committee of management of the unincorporated organisation shall be deemed to have been appointed by the members as committee members with effect from the date of incorporation of the organisation.

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

- 57 At - or prior to if postal voting is adopted - each AGM, the members may elect any member (unless he/she is debarred from membership under paragraph 55) to be a member of the committee of management.
- 58 The committee of management may at any time appoint any member (unless he/she is debarred from membership under paragraph 55) to be a member of the committee of management.
- 59 A member which is a corporate body may (subject to paragraph 60) nominate any individual for election or appointment to the committee of management; he/she will then be deemed to be a member of the organisation for the purposes of paragraphs 57 and 58.
- 60 No more than one individual nominated under paragraph 59 by each corporate member may serve as a committee member at any given time.
- 61 At the first AGM, one third (to the nearest round number) of the committee members shall retire from office; the committee members to retire shall be those who have been longest in office since they were last elected or re-elected to the unincorporated organisation; as between persons who were last

elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

62 At each AGM (other than the first):

62.1 any committee members appointed under paragraph 58 during the period since the preceding AGM shall retire from office

62.2 out of the remaining committee members (disregarding for this purpose those appointed under paragraph 58), one third (to the next greater number) shall retire from office.

62.3 The committee members to retire under paragraph 62.2 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

62.4 A committee member who retires from office under paragraphs 61, 62.1 or 62.2 shall be eligible for re-election.

63 A committee member retiring at an AGM will be deemed to have been re-elected unless: -

63.1 he/she advises the committee of management prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a committee member; or

63.2 an election process was held at - or prior to if postal voting is adopted - the AGM and he/she was not among those elected/re-elected through that process; or

63.3 a resolution for the re-election of that committee member was put to the AGM and was not carried.

### **Termination of office**

64 A committee member will automatically cease to hold office if: -

64.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

64.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a committee member – but only if that has continued (or is expected to continue) for a period of more than six months;

64.3 he/she ceases to be a member of the organisation or (if he/she was nominated by a corporate body, the corporate body which nominated him/her ceases to be a member of the organisation);

64.4 he/she becomes an employee of the organisation;

- 64.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 64.6 he/she is absent (without good reason, in the opinion of the committee of management) from more than three consecutive meetings of the committee of management – but only if the committee of management resolves to remove him/her from office;
  - 64.7 he/she is removed from office by resolution of the committee of management on the grounds that he/she is considered to have committed a material breach of the code of conduct for committee members (as referred to in paragraph 81);
  - 64.8 he/she is removed from office by resolution of the committee of management on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 64.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 65 A resolution under paragraph 64.7, 64.8 or 64.9 shall be valid only if: -
- 65.1 the committee member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 65.2 the committee member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 65.3 (in the case of a resolution under paragraph 64.7 or 64.8) at least two thirds (to the next greater round number) of the committee members then in office vote in favour of the resolution.

### **Register of committee members**

- 66 The committee of management must keep a register of committee members, setting out
- 66.1 for each current committee member:
    - 66.1.1 his/her full name and address and, if applicable, the name of the corporate member which nominated each committee member;
    - 66.1.2 the date on which he/she was appointed as a committee member; and
    - 66.1.3 any office held by him/her in the organisation;
  - 66.2 for each former committee member – for at least 6 years from the date on which he/she ceased to be a committee member:

66.2.1 the name of the committee member and, if applicable, the name of the corporate member which nominated each committee member;

66.2.2 any office held by him/her in the organisation; and

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

67 The committee of management must ensure that the register of committee members is updated within 28 days of any change:

67.1 which arises from a resolution of the committee of management or a resolution passed by the members of the organisation; or

67.2 which is notified to the organisation.

68 If any person requests a copy of the register of committee members, the committee of management must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a committee member of the organisation, the committee of management may provide a copy which has the addresses blanked out – if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

69 The committee members must elect (from among themselves) a convener, a vice-convener and a treasurer.

70 In addition to the office-bearers required under paragraph 69, the committee members may elect (from among themselves) further office-bearers if they consider that appropriate.

71 All of the office-bearers will cease to hold office at the conclusion of each AGM, unless re-elected under paragraph 69 or 70.

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

72.1 if he/she ceases to be a committee member; *or*

72.2 if he/she gives to the organisation a notice of resignation from that office; he/she will cease to be a member as from the time when the notice is received by the organisation.

### **Powers of the committee of management**

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

- 74 A meeting of the committee of management at which a quorum is present may exercise all powers exercisable by the committee of management.
- 75 The members may, by way of a resolution passed in compliance with paragraph 45 (requirement for two-thirds majority), direct the committee of management to take any particular step or direct the committee of management not to take any particular step; and the committee of management shall give effect to any such direction accordingly.

### **Committee members – general duties**

- 76 Each of the committee members has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:
- 76.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 76.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 76.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 76.3.1 put the interests of the organisation before that of the other party;
    - 76.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other committee members with regard to the matter in question;
  - 76.4 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.
- 77 In addition to the duties outlined in paragraph 76, all of the committee members must take such steps as are reasonably practicable for the purpose of ensuring: -
- 77.1 that any breach of any of those duties by a committee member is corrected by the committee member concerned and not repeated; and
  - 77.2 that any committee member who has been in serious and persistent breach of those duties is removed as a committee member.
- 78 Provided he/she has declared his/her interest – and has not voted on the question of whether or not the organisation should enter into the arrangement – a committee member will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to paragraph 79 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

- 79 No committee member may serve as an employee (full time or part time) of the organisation; and no committee member may be given any remuneration by the organisation for carrying out his/her duties as a committee member.
- 80 The committee members 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 committee members**

- 81 Each of the committee members shall comply with any code of conduct (incorporating detailed rules on conflict of interest) which may be prescribed by the committee of management from time to time.
- 82 Any code of conduct referred to in paragraph 81 shall be supplemental to the provisions relating to the conduct of committee members 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 COMMITTEE MEMBERS**

### **Notice of meetings of the committee of management**

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

### **Procedure at committee of management meetings**

- 85 No valid decisions can be taken at a meeting of the committee of management meeting unless a quorum is present; the quorum for meetings of the committee of management is five committee members, present in person or by remote access.
- 86 If at any time the number of committee members in office falls below the number stated as the quorum in paragraph 85, the remaining committee member(s) will have power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.
- 87 The convener of the organisation should act as chairperson of each meeting of the committee of management.
- 88 If the convener 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 committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 89 Every committee member has one vote, which must be given personally.
- 90 All decisions at committee of management meetings will be made by majority vote.
- 91 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.
- 92 The committee of management may, at its discretion, allow any person to attend and speak at a committee of management meeting notwithstanding that he/she is not a committee member – but on the basis that he/she must not participate in decision-making.
- 93 A committee member must not vote at a committee of management meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

94 For the purposes of paragraph 93:

94.1 an interest held by an individual who is “connected” with the committee member 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 committee member;

94.2 a committee member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### **Minutes**

95 The committee of management must ensure that proper minutes are kept in relation to all meetings of the committee of management.

96 The minutes to be kept under paragraph 95 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## **ADMINISTRATION**

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

- 97 The committee of management may delegate any of their powers to sub-committees; a sub-committee must include at least one committee member, but other members of a sub-committee need not be committee members.
- 98 The committee of management may also delegate to the convener of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 99 When delegating powers under paragraph 97 or 98, the committee of management must set out appropriate conditions (which must include an obligation to report regularly to the committee of management).
- 100 Any delegation of powers under paragraph 97 or 98 may be revoked or altered by the committee of management at any time.
- 101 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the committee of management.

### **Operation of accounts**

- 102 Subject to paragraph 103 the committee of management shall agree a policy to regulate all operations (other than the lodging of funds and transfers between accounts) on the bank and building society accounts held by the organisation and determine the level of expenditure above which the signatures of more than one of the signatories appointed by the committee of management will be required; when more than one signature is required, at least one signature must be the signature of a member of the committee of management.
- 103 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 paragraph 102

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

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

## MISCELLANEOUS

### Winding-up

- 106 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.
- 107 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

- 108 This constitution may (subject to paragraph 109) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in paragraph 45) or by way of a written resolution of the members.
- 109 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

- 110 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 110.1 any statutory provision which adds to, modifies or replaces that Act; and
- 110.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 110.1 above.
- 111 In this constitution: -
- 111.1 "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 2006, providing (in either case) that its objects are limited to charitable purposes;
- 111.2 "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.