CONSTITUTION

of

Rainbow Turtle

CONTENTS		
GENERAL	name, purposes, powers, general structure	clauses 1 - 6
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 7 - 21
DECISION-MAKING BY THE MEMBERS	general meetings, power to request general meeting, notice, procedure at general meetings, voting at general meetings, technical objections to remote participation, written resolutions, minutes	clauses 22 - 62
MANAGEMENT COMMITTEE	number, eligibility, status of initial management committee members, election/ retiral/re-election, appointment/retiral of co-opted management committee members, termination of office, register of management committee members, office-bearers, powers, general duties, conflicts of interest, remuneration and expenses, code of conduct	clauses 63 - 95
DECISION-MAKING BY THE MANAGEMENT COMMITTEE	notice, procedure at management committee meetings, technical objections to remote participation, resolutions agreed in writing/by email, minutes	clauses 96 - 121
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 122 - 129
MISCELLANEOUS	dissolution, alterations to the constitution, interpretation, initial members of management committee	clauses 130 - 138

GENERAL

Name of association

1 The name of the association is "Rainbow Turtle".

Purposes

2 The association's purposes are:

a. To advance education by promoting awareness of fair trade goods and issues in the Global South amongst the widest possible public.

b. To promote the purposes of such charitable bodies or such other persons having similar charitable objects as the association.

Powers

3 In pursuance of the purposes set out in clause 2 (but not otherwise), the association shall have the following powers:-

(a) Demonstrate concern for environmental sustainability.

(b) Encourage members and local people to purchase either from the association or any other accredited source of fair trade goods.

(c) Employ and pay any person to supervise, organise and carry on the work of the association.

(d) Make reasonable provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.

(e) Engage and pay fees to professional and technical advisers to assist in the work of the association.

(f) Promote and carry out, or assist in promoting or carrying out, research, surveys and investigations.

(g) Arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.

(h) Take out membership of such organisations as are considered to be in the interests of and compatible with the aims of the association.

(i) Collect and disseminate information on all matters affecting the aims of the association and exchange such information with other bodies having similar objects within the area.

(j) Print and circulate papers, pamphlets or other documents which will further the aims of the association.

(k) Establish and/or support any charity, and to make donations for any charitable purpose falling within the association's purposes.

(l) Invest the funds of the association, not immediately required for the aims of the association, in a secure interest-bearing account, or such other secure investment as the Management Committee shall decide.

(m) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the aims; and construct, maintain and alter any buildings considered appropriate for the work of the association.

(n) Make regulations for the management of any property so acquired.

(o) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.

(p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(q) To do anything which may be incidental or conducive to the furtherance of any of the association's purposes.

(r) To form any company or Scottish charitable incorporated organisation (SCIO) with similar purposes to those of the association, and, if considered appropriate, to transfer to any such company (but, if the association is a charity at the time, only if that company is a charity) or SCIO (without any payment being required from the company or SCIO) the whole or any part of the association's assets and undertaking.

4 No part of the income or property of the association may be paid or transferred (directly or indirectly) to the members - either in the course of the association's existence or on dissolution - except where this is done in direct furtherance of the association's purposes.

5 Clause 4 does not prevent the association making any payment which is permitted under clauses 92 to 96 (remuneration and expenses).

General structure

6 The structure of the association consists of:

(a) the MEMBERS - who have the right to participate in the annual general meeting (and any special general meeting) and have important powers under the constitution; for example, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself;

(b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control the activities of the association; for example, the management committee is responsible for monitoring and controlling the financial position of the association.

MEMBERS

Qualifications for membership

7 Membership shall be open to any individual who subscribes to the objects of the association and are prepared to abide by the guidelines determined from time to time by the association.

8 Employees of the association are not eligible for membership; and a person who becomes an employee of the association after admission to membership will automatically cease to be a member.

Application for membership

9 Any person who wishes to become a member must submit an application for membership (in writing or by email); the application for membership will then be considered by the management committee at its next management committee meeting.

10 The management committee may, at its discretion, refuse to admit any person to membership. Honorary membership may be bestowed by the association on individuals in recognition of services to the association,

11 The management committee must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.

Membership subscription

12 No membership subscription shall be payable.

Register of members

13 The management committee must maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

14 If a member or management committee member requests a copy of the register of members, the management committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (where they are not a member of the management committee), the management committee may provide a copy which has the addresses blanked out.

Withdrawal from membership

15 Any person who wants to withdraw from membership must submit a notice of withdrawal to the association (either in writing or by email); they will cease to be a member as from the time when the notice is received by the association.

Transfer of membership

16 Membership of the association may not be transferred by a member.

Re-registration of members

17 The management committee may, at any time, issue notices to the members (either in writing or by email) requiring them to confirm that they wish to remain as members of the association and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the management committee.

18 If a member fails to provide confirmation to the management committee (in writing or by email) that they wish to remain as a member of the association before the expiry of the 28-day period referred to in clause 17, the management committee may expel them from membership.

19 A notice under clause 17 will not be valid unless it refers specifically to the consequences (under clause 18) of failing to provide confirmation within the 28-day period.

Expulsion from membership

20 Any person may be expelled from membership by way of a resolution passed in compliance with clause 49 (requirement for two thirds majority) at a general meeting (meeting of members), providing the following procedures have been observed:

(a) 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;

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination of membership

21 Membership of the association will terminate on death.

DECISION-MAKING BY THE MEMBERS

General meetings (meetings of members)

22 The management committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

23 The gap between one AGM and the next must not be longer than 15 months.

24 Notwithstanding clause 22, an AGM does not need to be held during the calendar year in which the association is formed; but the first AGM must still be held within 15 months of the date on which the association is formed.

25 The business of each AGM must include:

(a) a report by the chair on the activities of the association;

(b) consideration of the annual accounts of the association;

(c) the election/re-election of members of the management committee, as referred to in clauses 71 to 74.

26 The management committee may arrange a special general meeting at any time.

Power to request the management committee to arrange a special general meeting

27 The management committee must arrange a special general meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 10% or more of the total membership of the association at the time, providing:

(a) the notice states the purposes for which the meeting is to be held; and

(b) those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act (where the association is a charity at the time), or any other statutory provision.

28 A notice under clause 27 may take the form of:

(a) two or more documents in the same terms, each signed by one or more members; and/or

(b) a number of emails, each issued by a member;

and the board will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 10% threshold referred to in clause 27.

29 If the management committee receive a notice under clause 27, 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 general meetings

30 At least 21 clear days' notice must be given of any AGM or any special general meeting.

31 The notice calling a general meeting must specify in general terms what business is to be dealt with at the meeting; and

(a) in the case of any resolution falling within clause 49 (requirement for two-thirds majority) must set out the exact terms of the resolution; and

(b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).

32 The reference to "clear days" in clause 30 shall be taken to mean that, in calculating the period of notice:

(a) the day after the notice is posted (or sent by e-mail) should be excluded; and

(b) the day of the meeting should also be excluded.

33 Notice of every general meeting must be given to all the members of the association, and to all the members of the management committee; but the accidental omission to give notice to one or more members or management committee members will not invalidate the proceedings at the meeting.

34 Any notice which requires to be given to a member under this constitution must be:

(a) sent by post to the member, at the address last notified by them to the association; or

(b) sent by e-mail to the member, at the email address last notified by them to the association.

35 If members of the association and management committee members are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see clause 38), the notice (or notes accompanying the notice) must:

(a) set out details of how to connect and participate via that link or links; and

(b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:

(i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

(ii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;

(iii) (where clause 36 applies) submitting questions and/or comments in advance of the meeting.

36 Where a general meeting is to involve participation solely via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 37) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

37 Where clause 36 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at general meetings

38 The management committee may if they consider appropriate (and must, if required under clause 39) make arrangements for members and management committee members to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

(a) the means by which members and management committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

(b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 35; and

(c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and management committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and management committee members (if any) who are attending in person (and vice versa).

39 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the management committee must make arrangements for members and management committee members to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 38 will apply.

40 A general meeting may involve two or more members or management committee members participating via attendance in person while other members and/or management committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

41 The quorum for a general meeting is 1/4 (one quarter) of members, present in person.

42 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and participate in discussions at the meeting will be deemed to be present in person.

43 If a quorum is not present within 15 minutes after the time at which a general meeting was due to start - or if a quorum ceases to be present during a general 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.

44 The chair of the association should act as chairperson of each general meeting.

45 If the chair of the association 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 members of the management committee present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

Voting at general meetings

46 Every member has one vote, which must be given personally (subject to clause 51).

47 All decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.

48 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a general meeting (or if passed by way of a resolution agreed to in writing or by email under clause 55):

(a) a resolution amending the constitution;

(b) a resolution expelling a person from membership under clause 20;

(c) a resolution removing a person from office as a management committee member under paragraph (i) of clause 74;

(d) a resolution directing the management committee to take any particular step (or directing the management committee not to take any particular step) under clause 82;

(e) a resolution for the dissolution of the association.

49 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.

50 A resolution put to the vote at a general 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.

51 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and

providing the management committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

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

53 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 51, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

Technical objections to remote participation in general meetings

54 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the management committee in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

(a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;

(b) the general meeting need not be held in any particular place;

(c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);

(d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

(e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the management committee) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

55 A resolution agreed to in writing (or by e-mail) by the required majority (see clause 57) of the members who would have been entitled (as at the date on which it is circulated) to vote on it if it had been proposed at a general meeting will (subject to clauses 58 and 59) be as valid as if it had been passed at a general meeting; and the date of the resolution will be taken to be the date on which the last member agreed to it.

56 A copy of any proposed resolution under clause 55 must be sent (in writing or by email; and at the same time, so far as reasonably possible) to all those members entitled to vote on it; and it must be accompanied in each case by a statement:

(a) informing the member how to give their agreement to the resolution; and

(b) notifying the member of the date when the resolution would lapse if the required majority of the members have not given their agreement by that date (see clause 58).

57 For the purposes of clauses 55 and 58, "required majority" means:

(a) in the case of a resolution of the nature referred to in clause 49 (requirement for two thirds majority) – two thirds or more;

(b) in the case of any other resolution - more than half;

and on the basis that (if all members have voting rights) these proportions are to be applied to the total membership of the association at the time.

58 In order for a resolution to be valid under clause 55, it must be agreed to by the required majority of the members within 28 days after it is circulated.

59 A resolution to remove a management committee member cannot be dealt with via a resolution agreed to in writing or by email under clause 55.

Minutes

60 The management committee must ensure that proper minutes are kept in relation to all general meetings and that a proper record is kept of all resolutions agreed to in writing or by email under clauses 55 to 59.

61 Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

62 The records of resolutions kept under clause 60 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.

MANAGEMENT COMMITTEE

Number of management committee members

63 The maximum number of management committee members is 10; out of that:

(a) no more than 8 shall be management committee members who were elected/appointed under clauses 68 to 71 (the initial management committee members being deemed to fall within this category); and

(b) no more than 2 shall be management committee members who were co-opted under the provisions of clauses 72 and 73.

64 The minimum number of management committee members is 5

Eligibility

65 A person shall not be eligible for election/appointment to the management committee under clauses 68 to 71 unless they are a member of the association; a person appointed to the management committee under clauses 69 and 73 need not, however, be a member of the association.

66 A person will not be eligible for election or appointment to the management committee if they are:

(a) disqualified from being a charity trustee under the Scottish Charities Act (even if the association is not a charity at the time); or

(b) an employee of the association.

Initial management committee members

67 The individuals who are the initial management committee members (as referred to in clause 140) shall be deemed to have been appointed under clauses 68 to 71 with effect from the date of adoption of this constitution.

Election, retiral, re-election

68 At each AGM, the members may elect any member (subject to clause 63, and providing they are not debarred under clause 66) to be a management committee member.

69 The management committee may at any time appoint any member (subject to clause 63, and providing they are not debarred under clause 66) to be a management committee member.

70 At each AGM, all of the management committee members elected/appointed under clauses 68 and 69 (and, in the case of the first AGM, including the initial management committee members) shall retire from office - but shall then be eligible for re-election under clause 68.

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

(a) they advise the management committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a management committee member; or

(b) an election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted management committee members

72 In addition to their powers under clause 69, the management committee may at any time appoint any non-member of the association to be a management committee member (subject to clause 63, and providing they are not debarred under clause 69) either on the basis that they have been nominated by a body with which the association 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 management committee.

73 At each AGM, all of the management committee members appointed under clause 72 shall retire from office - but shall then be eligible for re-appointment by the management committee (after the AGM) under that clause.

Termination of office

74 A member of the management committee will automatically cease to hold office if:

(a) they become disqualified from being a charity trustee under the Scottish Charities Act (even if the association is not a charity at the time);

(b) they become incapable for medical reasons of carrying out their duties as a member of the management committee - but only if that has continued (or is expected to continue) for a period of more than six months;

(c) (in the case of a management committee member elected/appointed under clauses 68 to 71, or any of the initial management committee members) they cease to be a member of the association;

(d) they become an employee of the association;

(e) they give the association a notice of resignation (either in writing or by email);

(f) they are absent (without good reason, in the opinion of the management committee) from more than three consecutive meetings of the management committee – but only if the management committee resolve to remove them from office;

(g) they are removed from office by resolution of the management committee on the grounds that they are considered to have committed a serious breach of the code of conduct for management committee members (as referred to in clause 94);

(h) (if the association is a charity at the time) they are removed from office by resolution of the management committee 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 Scottish Charities Act; or

(i) they are removed from office by a resolution of the members passed at a general meeting.

75 A resolution under paragraph (g), (h) or (i) of clause 74 shall be valid only if:

(a) the management committee member concerned is given reasonable prior written notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;

(b) the management 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

(c) (in the case of a resolution under paragraph (g) or (h)) at least two thirds (to the nearest round number) of the management committee members then in office vote in favour of the resolution; and

(d) (in the case of a resolution under paragraph (i)) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of management committee members

76 The management committee must keep a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

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

Office-bearers

78 The management committee members must elect (from among themselves) a chair, a treasurer and a secretary.

79 In addition to the office-bearers required under clause 78, the management committee members may elect (from among themselves) further office bearers if they consider that appropriate.

80 All of the office bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the management committee (after the AGM) under clause 78 or 79.

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

(a) if they cease to be a member of the management committee; or

(b) if they give to the association a notice of resignation from that office (either in writing or by email).

Powers of management committee

82 Except where this constitution states otherwise:

(a) the association (and its assets and undertaking) will be managed by the management committee; and

(b) the management committee may exercise all the powers of the association.

83 A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

84 The members may, by way of a resolution passed in compliance with clause 48 (requirement for two thirds majority), direct the management committee to take any particular step or direct the management committee not to take any particular step; and the management committee shall give effect to any such direction accordingly.

Management committee members - general duties

85 Each of the management committee members has a duty, in exercising functions as a management committee member, to act in the interests of the association; and, in particular, must:

(a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its purposes;

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

(c) in circumstances giving rise to the possibility of a conflict of interest between the association and any other party:

(i) put the interests of the association before that of the other party; or

(ii) where any other duty prevents them from doing so, disclose the conflicting interest to the association and refrain from participating in any deliberation or decision of the other management committee members with regard to the matter in question;

(d) (if the association is a charity at the time) ensure that the association complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.

86 In addition to the duties outlined in clause 85, all of the management committee members must take such steps as are reasonably practicable for the purpose of ensuring:

(a) that any breach of any of those duties by a management committee member is corrected by the management committee member concerned and not repeated; and

(b) that any management committee member who has been in serious or persistent breach of those duties is removed as a management committee member.

Conflicts of interest involving management committee members - general

87 The management committee must use every effort to ensure that conflicts of interest involving management committee members (including those which relate to individuals or bodies connected with management committee members) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:

(a) clauses 88 and 91 require management committee members to declare any personal interest which they may have in any transaction or other arrangement with the association;

(b) clause 112 prohibits a management committee member with a personal interest in a proposed arrangement from voting on the question of whether the association should enter into that arrangement;

(c) clause 90 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a management committee member (or where the management committee member might benefit from remuneration paid to a connected party).

88 In addition to complying with the provisions referred to in clause 87:

(a) the management committee must maintain a register of management committee members' interests;

(b) the chairperson of each management committee meeting must invite declarations of interest, shortly after the start of the meeting;

(c) the minutes of each management committee meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

89 No management committee member may serve as an employee (full time or part time) of the association; and no management committee member may be given any remuneration by the association for carrying out their duties as a management committee member.

90 Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services:

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

(b) the management committee must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount); and

(c) less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).

91 Provided they have declared their interest - and have not voted on the question of whether or not the association should enter into the arrangement - a management committee member will not be debarred from entering into an arrangement with the association in which they have a personal interest where that is not prohibited by clause 89 or 90; and (subject to clause 90 and – if the association is a charity at the time – subject to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.

92 The association may also enter into an arrangement with a member who is not a management committee member (or with a person or body connected with a member who is not a management committee member) under which that member (or the connected person or body) receives payment for goods or services provided by them to the association, but only if:

(a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the association's point of view) as those which would be expected if the goods or services had been sourced on the open market; and

(b) the management committee members are satisfied, after careful consideration, that the arrangement is in the best interests of the association;

and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the association or makes a loan to the association.

93 The management 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 management committee members

94 Each of the management committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the management committee from time to time.

95 The code of conduct referred to in clause 94 shall be supplemental to the provisions relating to the conduct of management committee members contained in this constitution and (if the association is a charity at the time) the duties imposed on charity trustees under the Scottish Charities Act; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE MANAGEMENT COMMITTEE MEMBERS

Notice of management committee meetings

96 Any management committee member may call a meeting of the management committee or may ask the secretary to call a meeting of the management committee.

97 At least 7 days' notice must be given of each management committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

98 If management committee members are to be permitted to participate in a management committee meeting by way of audio and/or audio-visual link(s), the management committee members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those management committee members who may have difficulties in using a computer or laptop for this purpose) the management committee members' attention should be drawn to the following options:

(a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

(b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at management committee meetings

99 No valid decisions can be taken at a management committee meeting unless a quorum is present; the quorum for management committee meetings is 3 management committee members, present in person.

100 An individual participating in a management committee meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a management committee member, will be deemed to be in attendance) at the meeting.

101 If at any time the number of management committee members in office falls below the number stated as the quorum in clause 99, the remaining management committee member(s) will have power to fill the vacancies or call a general meeting - but will not be able to take any other valid decisions.

102 The chair of the association should act as chairperson of each management committee meeting.

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

104 Every management committee member has one vote, which must be given personally (subject to clause 110).

105 All decisions at management committee meetings will be made by majority vote.

106 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.

107 The management committee may if they consider appropriate (and must, if this is required under clause 108), allow management committee members to participate in management committee meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

(a) the means by which management committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the management committee members - a barrier to participation; and

(b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those management committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those management committee members (if any) who are attending in person (and vice versa).

108 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed management committee meeting would not be possible or advisable for one or more of the management committee members, the management committee must make arrangements for management committee members to participate in that management committee meeting by way of audio and/or audio-visual link(s); and on the basis that:

(a) the requirements set out in paragraphs (a) and (b) of clause 107 will apply; and

(b) the management committee must use all reasonable endeavours to ensure that all management committee members have access to one or more means by which they may hear and contribute to discussions at the meeting.

109 A management committee meeting may involve two or more management committee members participating via attendance in person while other management committee

members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

110 Where a management committee member or management committee members are participating in a management committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

111 The management committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a management committee meeting notwithstanding that they are not a management committee member - but on the basis that they must not participate in decision-making.

112 A management committee member must not vote at a management committee 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 association; they must withdraw from the meeting while an item of that nature is being dealt with.

113 For the purposes of clause 112:

(a) an interest held by an individual who is “connected” with the management committee member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that management committee member (even if the association is not a charity at the time);

(b) a management committee member will (subject to clause 114) 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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

114 Where a subsidiary of the association has an interest in a particular matter which is to be considered by the management committee, a management committee member who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation

115 The principles set out in clause 54 (technical objections to remote participation) shall apply in relation to remote participation and voting at management committee meetings, as if each reference in that clause to a member were a reference to a management committee member and each reference in that clause to a general meeting were a reference to a management committee meeting.

Management committee resolutions agreed in writing or by email

116 A resolution agreed to in writing (or by email) by a majority of the management committee members then in office shall (subject to clauses 117 and 118) be as valid as if duly passed at a management committee meeting.

117 A resolution under clause 116 shall not be valid unless a copy of the resolution was circulated to all of the management committee members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 118.

118 If a resolution is circulated to the management committee members under clause 117, any one or more management committee members may, following receipt of a copy of the resolution, notify the secretary that they consider that a management committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

(a) the secretary must convene a management committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

(b) the resolution cannot be treated as valid under clause 116 unless and until that management committee meeting has taken place;

(c) the management committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that management committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the management committee members then in office.

Minutes

119 The management committee must ensure that proper minutes are kept in relation to all management committee meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the management committee members under clause 116.

120 The minutes to be kept under clause 119 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

121 The records of resolutions kept under clause 119 must include the names of those management committee members who agreed to the resolution (as well as the names of any management committee members who stated that they disagreed with the resolution); and should be signed by the chair of the association.

ADMINISTRATION

Delegation to sub-committees

122 The management committee may delegate any of their powers to sub-committees; a sub-committee must include at least one management committee member, but other members of a sub-committee need not be management committee members.

123 The management committee may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.

124 When delegating powers under clause 122 or 123, the management committee must set out appropriate conditions (which must include an obligation to report regularly to the management committee).

125 Any delegation of powers under clause 122 or 123 may be revoked or altered by the management committee at any time.

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

Operation of accounts

127 The management committee should ensure that the systems of financial control adopted by the association in relation to the operation of the association's bank accounts (including online banking) reflect the recommendations made from time to time by the association's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

128 The management committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

129 The management committee must prepare annual accounts, complying with all relevant statutory requirements; and

(a) if an audit is required under any statutory provisions (or if the management committee consider that an audit would be appropriate for some other reason), the management committee should ensure that an audit of the accounts is carried out by a qualified auditor;

(b) if an audit is not carried out, the management committee must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Dissolution

130 The members may, by way of a resolution passed in compliance with clause 48 (requirement for two thirds majority), resolve that the association be dissolved.

131 If a resolution to dissolve the association is passed under clause 130, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other body or bodies having purposes similar to those of the association [which is/are a charity or charities at the time][which (in each case, if there are two or more bodies) have a constitution prohibiting the distribution of profits (and of surplus assets on a winding-up) to members].

132 The identity of the body or bodies to which assets are transferred under clause 132 shall be determined by the members of the association at, or prior to, the time of dissolution.

133 For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

134 This constitution may (subject to clause 135) be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a resolution of the members agreed in writing or by email under clause 55.

135 The Scottish Charities Act prohibits charities from 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); if the association is a charity at the time, it must obtain OSCR's consent accordingly, before taking the relevant step.

Interpretation

136 References in this constitution to the Scottish Charities Act should be taken to include:

(a) any statutory provision which adds to, modifies or replaces that Act; and

(b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.

137 In this constitution:

(a) "Scottish Charities Act" means (subject to clause 136) the Charities and Trustee Investment (Scotland) Act 2005;

(b) "charity" means a body which is entered in the Scottish charity register;

(c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Initial members of the management committee

138 The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on

Signature	Name	Address	Position
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