**Bolt-on provisions for Company Limited by Guarantee model constitution**

These are alternative clauses for some of the sections within our model constitution for a company limited by guarantee.

If you are using these bolt-on provisions within our model constitution to apply to OSCR for charitable status then you need to complete certain sections in full. OSCR have to know what are your charitable objectives and activities, the number of trustees you need for a quorum, whether there are any qualifications to be a member of your organisation, etc. We have highlighted the sections you must complete in order to gain charitable status so that you can ensure your constitution contains all the information that OSCR will be looking for when they consider whether your organisation can become a Scottish charity.

## SUPPLEMENT 1 Membership by incorporated bodies

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## NOTE: The use of numbering such as “39A”, “39B” etc in the bolt-on provisions is intended simply to clarify where additional provisions are to be inserted (in the above example the new provisions would appear after clause 39 but before clause 40). Once the draft has been fully assembled, all clauses should be numbered through in the normal manner (e.g. 39A would become 40, 39B would become 41 and 40 (old numbering) would become 42); cross-references should be altered accordingly.SUPPLEMENT 1 - Membership by incorporated bodies

1. Amend article 8 of the articles of association – “they/it”

2. Amend article 11 – “such other persons and bodies”

3. Amend article 12:-

“12. Membership shall be open to

(a) any individual who [insert membership qualifications]

(b) any corporate body which [insert membership qualifications]”

4. Amend article 14:-

“14. Any person or body who/which wishes to become a member must sign, and lodge with the company, a written application for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body.”

5. Amend article 15 - “any person or body”.

6. Amend article 18 - “they/it” and “any person or body”

7. Amend article 20:-

“20. Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the company, a written notice to that effect; on receipt of the notice by the company, they/it shall cease to be a member.”

8. Amend article 25 - “Any person or body”

9. Amend article 26:-

“26. Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.”

10. Amend article 21 – “they/its”

11. Amend article 50:-

“50. The quorum for a general meeting shall be [ ] members, present in person or (in the case of members which are corporate bodies) present via their duly authorised representatives.”

12. Amend article 57:-

“57. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting.”

13. Amend article 81:-

“81. A person shall not be eligible for election/appointment as a director unless they are a member of the company or has been nominated for election/appointment as a director by a member which is a corporate body.”

14. Add immediately after article 85:-

“85A A member which is a corporate body may (subject to article 85B) nominate any individual for election/appointment as a director; they will then be deemed to be a member of the company for the purposes of articles 84 and 85.

85B No more than one individual nominated under article 85A by each corporate member may serve as a director at any given time.”

15. Amend paragraph (d) of article 90:-

“(d) they cease to be a member of the company or (if they were nominated by a corporate body) the corporate body which nominated them ceases to be a member of the company”

16. Amend article 92:-

“92. The directors shall maintain a register of directors, setting out full details of each director, the name of the corporate member which nominated each director (if applicable), the date on which each such person became a director, and the date on which any person ceased to hold office as a director.”

## SUPPLEMENT 2 - Membership by unincorporated bodies

1. Amend article 12:-

“12. Membership shall be open to

(a) any individual who [insert membership qualifications]

(b) any individual who has been nominated for membership by an unincorporated body which [insert membership qualifications]”

2. Add immediately after article 12:-

“12A No more than one individual nominated under paragraph (b) of article 12 by each unincorporated body may be a member of the company at any given time.”

3. Amend article 14:-

“14. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; in the case of an application under paragraph (b) of article 12, the application must also be signed by an appropriate officebearer of the unincorporated body which is nominating them for membership.”

4. Amend article 18:-

“18. The directors shall 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; in the case of a member who was admitted under paragraph (b) of article 12, the entry against their name shall also include details of the unincorporated body which nominated them for membership.”

5. Add immediately after article 26:-

“26A An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the company to that effect; on receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company.”

## SUPPLEMENT 3 - Co-opted directors

1. Amend article 79:-

“79. The maximum number of directors shall be [ ]; out of that number, no more than [ ] shall be directors who were co-opted under the provisions of articles 89A and 89B.”

2. Amend article 81:-

“81. A person shall not be eligible for election/appointment as a director under articles 51 to 53 unless they are a member of the company; a person appointed as a director under articles 89A and 89B need not, however, be a member of the company.”

## SUPPLEMENT 4 - Some, but not all, elected directors to retire each year

1. Amend article 86:-

“86. At the first annual general meeting, one third (to the nearest round number) [or insert a specific number] of the directors [disregarding for this purpose those appointed under article 86A] shall retire from office; the question of which of them is to retire shall be determined by some random method.”

2. Insert immediately after article 86:-

“86AA At each annual general meeting (other than the first)

(a) any director appointed under article 85 during the period since the preceding annual general meeting shall retire from office

(b) out of the remaining directors [disregarding for this purpose those appointed under article 86A], one third (to the nearest round number) [or insert a specific number] shall retire from office.

86AB The directors to retire under paragraph (b) of article 86AA 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.

86AC A director who retires from office under article 86 or 86AA shall be eligible for re-election.”

## SUPPLEMENT 5 - Maximum period in office for directors

1. Add immediately after article 81:-

“81A A person who has served as a director for a period of [ ] years shall automatically vacate office on expiry of that [ ] year period and shall then not be eligible for re-election until a further year has elapsed.

81B For the purposes of article 81A

(a) the period from the date of the formation of the company to the first annual general meeting shall be deemed to be a period of one year, unless it is of less than six months’ duration in which case it shall be disregarded

(b) the period between the date of appointment of a director and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months’ duration in which case it shall be disregarded

(c) the period between one annual general meeting and the next shall be deemed to be a period of one year

(d) if a director ceases to hold office but is re-appointed as a director within a period of six months, they shall be deemed to have held office as a director continuously.”

2. Amend article 86:

“86. At each annual general meeting, all of the directors shall retire from office – but shall then (subject to article 81A) be eligible for re-election.”

also amend article 86B (if applicable)

“86B At each annual general meeting, all of the directors appointed under article 86A shall retire from office – but shall then be eligible (subject to article 81A) for re-appointment under article 86A.”

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## SUPPLEMENT 6 – Outside body having right to representation on board

1. Amend article 81:-

“81. A person shall not be eligible for election/appointment as a director under articles 84 to 86 unless they are a member of the company; a person appointed as a director under article 86A need not, however, be a member of the company.”

2. Amend article 84:-

“84. At each annual general meeting, all of the directors (other than any director appointed under article 86A) shall retire from office – but shall then be eligible for re-election.”

4. Add immediately after article 86:-

“Appointment of directors nominated by [name of body]

86A. [Insert name of body] shall be entitled to nominate any person to serve as a director; the directors shall, at the directors’ meeting which follows receipt of any such notice, appoint the individual named in the notice (subject to article 86B) as a director with immediate effect.

86B No more than one person nominated under article 86A may serve as a director at any given time.

86C For the avoidance of doubt, a director appointed under article 86A shall not require to retire from office at any annual general meeting.”

5. Amend paragraph (d) of article 90:-

“(d) (except in the case of a director appointed under article 86A) they cease to be a member of the company”

6. Add immediately after paragraph (d) of article 90:-

“(e) (in the case of a director appointed under article 86A) [insert name of body] withdraws their nomination by written notice to the company to that effect.”

## SUPPLEMENT 7 - Annual membership subscription

1. Amend article 14:-

14. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription.”

2. Amend article 16:-

“16. The directors shall consider each application for membership at the first directors’ meeting which is held after receipt of the application (and accompanying remittance); the directors shall, within a reasonable time after the meeting, notify the applicant of its decision on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by them under article 14.”

3. Amend article 17:-

“17. Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £ [ ].

4. Add immediately after article 17:-

17A The annual membership subscriptions shall be payable on or before [insert date] in each year.

17B The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.

17C If the membership subscription payable by any member remains outstanding more than [ ] weeks after the date on which it fell due (and providing they have been given at least one written reminder) the directors may, by resolution to that effect, expel them from membership.

17D A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.”

## SUPPLEMENT 8 - Members’ power to require an extraordinary general meeting to be held

1. Add immediately after article 32:-

“32A If a notice signed by 10% of the voting members (or 5% of the voting members, if a meeting requested on this basis has been held previously, and more than 12 months have passed since then) requesting an extraordinary general meeting is received by the company, the directors must convene an extraordinary general meeting – and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered at the extraordinary general meeting.”