**UPDATED May 2022**

We endeavour to ensure that our model constitutions are the best available. The Office of the Scottish Charity Regulator (OSCR) has reviewed our models and, while OSCR is not in a position to formally endorse them, OSCR has indicated that, generally speaking, constitutions based on these models would be acceptable in terms of charity law. However, SCVO cannot be responsible for the approach taken by OSCR to any individual constitution and you should be prepared for the possibility that OSCR may require alterations to a constitution based on one of our models.

When applying to OSCR for charitable status you need as a minimum, to have filled in the blanks in certain sections of this model (and to have either deleted or retained optional clauses – removing the square brackets and comments), so that the constitution is complete. For example, OSCR have to know what your charitable objectives are – this section cannot be left blank. We have highlighted these particular sections in yellow – but, beyond that, it is important that you review the model constitution as a whole, and make adjustments as appropriate, to ensure that it reflects the governance features that you feel are most appropriate for your organisation.

To help with that process, we have included our guidance on the high-level issues that should be considered when tailoring a constitution. In addition, there are optional bolt-on clauses covering the most common “optional extras”.

Your constitution is an important document – it is worth taking the time to work through the various points systematically, and to discuss and agree what is best for your organisation.

DISCLAIMER: These model constitutions (and the accompanying bolt-on clauses and guidance) have been prepared by Burness Paull LLP (working with Stephen Phillips, a former partner of the firm) on a nil-fee basis, for SCVO as a free resource to support the Scottish charity sector, and those wishing to set up new charities in Scotland. It is the responsibility of those using the model constitutions to determine what type of legal entity – and what key features of the governance arrangements - are most appropriate for them; and to tailor the relevant model constitution (and bolt-on clauses, where applicable) accordingly. Should you require any guidance we recommend that you seek legal advice. Burness Paull, Stephen Phillips, and SCVO do not owe any duty of care to users of the materials; and in particular (but without limiting that general exclusion of liability) they will not be liable for any adverse consequences arising from any error, omission or other defect in the model constitutions, bolt-on clauses or guidance.

**SCVO Model SCIO Constitution (single-tier)**

**CONSTITUTION**

**of**

**[ ] [SCIO]**

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| **Model Constitution** | **Guidance** |
| **GENERAL** |  |
|  |  |
| **Type of organisation** |  |
|  |  |
| 1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).
 |  |
| **Scottish principal office** |  |
| 1. The principal office of the organisation will be in Scotland (and must remain in Scotland).
 | This clause is only there as a reminder that the SCIO must continue to have its principal office in Scotland (as required by the Charities and Trustee Investment (Scotland) Act 2005 (referred to below as the “Scottish Charities Act”). It would ***not*** be appropriate to insert the full postal address here - as that would mean that an adjustment would be required to the constitution if the address of the principal office was to be changed at any point in the future. |
| **Name** |  |
| 1. The name of the organisation is “[*insert name*]……………[SCIO]”.
 | See comments in [Writing your constitution](https://scvo.scot/support/setting-up/writing-constitution) |
| **Purposes** |  |
| 1. The organisation’s purposes are:
 | See comments about charitable purposes in [About your charity](https://scvo.scot/support/setting-up/about-your-charity) |
| [*insert objects, listed as (a), (b), (c) etc if appropriate*] |  |
| **Powers** |  |
| 1. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
 | The wording here closely reflects what is set out in the Scottish Charities Act. The wording should be left as it stands, unless there is a need - for some ***exceptional*** reason - to restrict the powers of the SCIO in some way. The SCIO regulations state that the constitution of a SCIO must make provision about any restrictions on the powers of the SCIO; but it is is extremely rare for any such restrictions to be included in a SCIO constitution(other than as set out in clause 6 – see below). |
| 1. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the charity trustees - 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.
 | This prohibits matters such as the payment of dividends to charity trustees (and payment of any surplus to charity trustees on a winding-up) - in line with the general ethos of a charitable body as a non profit distributing organisation. The wording at the end of this clause (“except where this is done…”) recognises that, in certain cases, the charity trustees may include people who can legitimately receive support from the organisation on the basis that they form part of the group whose needs the organisation is intended to address. |
| 1. Clause 6 does not prevent the organisation making any payment which is permitted under clauses 41 to 44 (remuneration and expenses).
 | Clauses 41 to 44 set out a number of safeguards which are designed to minimise the risk of irregularities arising when remuneration or expenses are paid to charity trustees. Clause 7 makes it clear that, providing these safeguards are met, clause 6 will not stand in the way of any such arrangement. |
| **Liability of charity trustees** |  |
| 1. The charity trustees of the organisation (in their capacity as members - see clause 12) 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 charity trustees will not be held responsible.
 | This reflects the principle under the Scottish Charities Act that the members of a SCIO (under this model, the same people are both the members and charity trustees of the SCIO) are not liable for debts or other liabilities if the SCIO becomes insolvent. |
| 1. The charity trustees have certain legal duties under the Scottish Charities Act; and clause 8 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.
 | In exceptional circumstances, charity trustees of a SCIO (in common with those serving on the board of e.g. a limited company), could (at least in theory – this is extremely rare in practice) be personally liable if they breach their legal duties. This clause makes it clear that any liability of that kind does not fall within the protection given by clause 8. Guidance on the [duties of charity trustees](https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/) is available from the OSCR website. |
|  |  |
| **General structure** |  |
| 1. The structure of the organisation consists of the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
 | This is really only intended as general guidance, to help people understand the role of the board in broad terms.  |
| 1. The board also appoints charity trustees to fill vacancies, and the people serving on the board (in their capacity as members of the organisation - see clauses 12 and 14) have power to make changes to the constitution itself.
 |
| 1. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES - and they are *also* the MEMBERS of the organisation for the purposes of the Scottish Charities Act.
 | This clause is best read along with clause 14. As noted in clause 14) the Scottish Charities Act requires certain decisions to be taken by the members of a SCIO; but under this model (the single-tier SCIO model) the members are the same people as those serving as charity trustees. |
| 1. Under the provisions of this constitution, no-one can be a member unless they are also a charity trustee of the organisation; and if anyone ceases for any reason to be a charity trustee of the organisation, they automatically cease to be a member.
 | As noted above, the key principle under this model is that no-one can be a member unless they are a charity trustee (and vice versa). If that is not what is intended, you should use the two-tier SCIO model. |
| 1. The Scottish Charities Act requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation.
 | See comments on clause 12 above. |
|  |  |
| **BOARD** |  |
| **Number of charity trustees** |  |
| 1. The maximum number of charity trustees is [ ].
 | The Scottish Charities Act states that the constitution of a SCIO must make provision for the appointment of charity trustees and about any conditions of eligibility for becoming a charity trustee. As regards paragraph (b) of clause 17, the model follows the approach taken by the vast majority of charities, in stating that employees will not be eligible to serve as charity trustees. It should be noted, however, that OSCR would be prepared to accept an employee (eg. chief executive or equivalent) serving on the board as a charity trustee, providing it is clear that this is in the best interests of the charity (outweighing any private benefit to the person concerned) and that the legal requirements in relation to remuneration of charity trustees laid down by the Scottish Charities Act are observed. In the context of an application for registration of a new SCIO, OSCR would also be likely to probe a number of aspects such as the selection process and the level of remuneration and benefits. Provisions allowing for a chief executive (or equivalent) to serve as a charity trustee are included in the additional clauses. It should be borne in mind, though, that certain grant funders will not provide support to a body which has any employees on its board.As regards clauses 21 and 22, it could be argued that in the case of a single-tier SCIO – unlike a two-tier organisation (where democratic election and re-election processes involving the membership are normally an important feature from a governance perspective) - the idea of charity trustees having to follow a process of having to stand for re-appointment is an unnecessary formality. However, in the case of a new appointment, the requirement for a new charity trustee appointed during the period between AGMs to stand down at the conclusion of the next AGM (paragraph (a) of clause 21) allows the board the opportunity to retrieve the situation if it has become clear that the person they appointed is not suitable. Also, stating that one third (or – as noted in the model - some specific number can be specified instead of one third) of the charity trustees must stand down at the conclusion of each AGM encourages the board to consider the benefits of refreshing the board from time to time via new appointments (though it remains open to the board, unless an limit is set on this – see below) to re-appoint someone every time they retire from office.A further aspect which is worth considering is whether there should be a limit on the number of times that a charity trustee can be re-appointed. A set of provisions setting a limit of this kind is included within the bolt-on provisions. It is generally considered best practice from a governance point of view to set some sort of limit, to encourage new perspectives and skillsets to be introduced over time at board level. Against that, the pool of people willing to serve on the board may be small; also, there may be some frustration in having to comply with a provision of this kind if the person who has reached the limit on their period in office has very strong skills and experience. Clause 24 is there to address a situation where the need to ensure that a retiring charity trustee is properly re-appointed following an AGM at which they retire is accidentally overlooked. It is a fallback provision to cover that risk – and, as a matter of good practice, a re-appointment process should always be held where a charity trustee is retiring.  |
| 1. The minimum number of charity trustees is [ ] [*must not be less than 3*].
 |
| **Eligibility** |
| 1. A person will not be eligible for appointment to the board if they are:
 |
| * 1. disqualified from being a charity trustee under the Scottish Charities Act; or
 |
| * 1. an employee of the organisation.
 |
| **Initial charity trustees** |
| 1. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.
 |
|  |
|  |
| **Appointment/retiral** |
| 1. The board may at any time appoint any person (subject to clause 15 and providing they are not debarred under clause 17) to be a charity trustee - by way of a resolution passed by majority vote at a board meeting.
 |
| 1. At the conclusion of the first AGM, one third (to the nearest round number) [*or insert a specific number*] of the charity trustees shall retire from office; the question of which of them is to retire shall be determined by some random method.
 |
| 1. At the conclusion of each AGM (other than the first):
 |
| * 1. any charity trustees appointed during the period since the preceding AGM (but excluding those re-appointed under clause 23 during that period) shall retire from office;
 |
| * 1. out of the remaining charity trustees, one third (to the nearest round number) [*or insert a specific number*] shall retire from office.
 |
| 1. The charity trustees to retire under paragraph (b) of clause 21 shall be those who have been longest in office since they were last appointed or re-appointed; as between persons who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
 |
| 1. A charity trustee who retires from office under clause 20 or 21 at the conclusion of an AGM shall be eligible for re-appointment under clause 19 at the next board meeting.
 |
| 1. A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-appointed at the board meeting which next follows unless:
 |
| * 1. they advise the board that they do not wish to be re-appointed; or
 |
| * 1. a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.
 |
| **Termination of office** |  |
| 1. A charity trustee will automatically cease to hold office if:
 | The period in paragraph (b) of clause 25 could be adjusted to refer to a shorter or longer period. The same applies in relation to the reference to three consecutive meetings in paragraph (e) of clause 24. In relation to that latter point, it will be noted that, under the wording in the model, someone who is absent for more than three consecutive meetings will not automatically vacate office; rather, it is up to the board to decide whether or not to remove them.In considering these issues, it should be borne in mind that OSCR would generally take the view that where there was a prolonged period of absence from board meetings, the charity trustee in question could not be regarded as complying with their duties as a charity trustee. If there was a prolonged absence, therefore, it would be in their own interests to resign as a charity trustee; and if they failed to do so, the other charity trustees would be under a legal duty (see comments below on paragraph (g)) to remove them from office as a charity trustee.As regards paragraph (g), the Scottish Charities Act lays a specific legal duty on charity trustees to exercise their powers to remove a charity trustee where that charity trustee has been in serious or persistent breach of their duties under the Scottish Charities Act. |
| * 1. they become disqualified from being a charity trustee under the Scottish Charities Act;
 |
| * 1. they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 |
| * 1. they become an employee of the organisation;
 |
| * 1. they give the organisation a notice of resignation (either in writing or by email);
 |
| * 1. they are absent (without good reason, in the opinion of the board) from more than three consecutive board meetings - but only if the board resolve to remove them from office;
 |
| * 1. they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 45); or
 |
| * 1. they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act.
 |
| 1. A resolution under paragraph (f) or (g) of clause 25 shall be valid only if:
 | The threshold in paragraph (c) of clause 26 is deliberately set as two thirds of the charity trustees in office (ie taking account of the total number of charity trustees, not just those attending the board meeting; and with a higher threshold than just a majority vote) to reduce the risk of this power of removal being abused eg in a case where the charity trustee threatened with removal was actually the person who had uncovered wrongdoing by others on the board.As regards clauses 27 to 29, the wording here closely reflects the requirements under the SCIO regulations.  |
| * 1. the charity trustee concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;
 |
| * 1. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 |
| * 1. at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
 |
| **Register of charity trustees** |
| 1. The board must keep a register of charity trustees, setting out:
 |
| * 1. for each current charity trustee:
 |
| * + 1. their full name and address;
 |
| * + 1. the date on which they were appointed as a charity trustee; and
 |
| * + 1. any office held by them in the organisation;
 |
| * 1. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 |
| * + 1. the name of the charity trustee;
 |
| * + 1. any office held by them in the organisation; and
 |
| * + 1. the date on which they ceased to be a charity trustee.
 |
| 1. The board must ensure that the register of charity trustees is updated within 28 days of any change:
 |
| * 1. which arises from a resolution of the board; or
 |
| * 1. which is notified to the organisation.
 |
| 1. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.
 |
| 1. The members of the organisation are identical to its charity trustees - and therefore the organisation does not require to keep a separate register of members.
 |
| **Office-bearers** |  |
| 1. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
 | Different names could be used here for the office-bearers – but the model deliberately avoids use of “chairperson” to refer to the holder of the ***office*** - to reduce the risk of confusion in the context of provisions elsewhere within the constitution which refer to the person who is actually chairing a given meeting ie this could be a person who had taken on the role of chairperson just for that meeting, in the absence of the person holding the office of chair.It would be possible to omit the reference to a treasurer -although a few funders may expect to see a treasurer within the office-bearers, as one indicator that the board recognises its responsibilities regarding financial oversight.As regards the reference to secretary, the SCIO legislation does not require every SCIO to have a secretary – but identifying a specific charity trustee with responsibility for carrying out this role is generally seen as helpful from the point of view of supporting good governance. It should also be noted that various provisions within the template assume that there will be a secretary – so those provisions would have to be amended if the decision is taken not to have a secretary. Another possibility – again, this would require some amendments to the wording – would be to allow for someone who was not a charity trustee to be the secretary of the SCIO. |
| 1. In addition to the office-bearers required under clause 31, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
 |  |
| 1. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the board (after the AGM) under clause 31 or 32.
 | It would be possible to provide that someone who had held a particular office for a specified time (e.g. three successive years) would not be eligible for re-appointment until a further year had elapsed. It is generally regarded as best practice from a governance view to have a limit of that kind (for similar reasons to those which are seen as supporting a similar limit on the period in office as a charity trustee – see comments on clause 23). Having said that, there are potential disadvantages associated with imposing a limit on the period in office, particularly in relation to the office of treasurer – where the pool of people prepared to take on that role may be limited. |
| 1. A person elected to any office will automatically cease to hold that office:
 |  |
| * 1. if they cease to be a charity trustee; or
 |  |
| * 1. if they give to the organisation a notice of resignation from that office (either in writing or by email).
 |  |
| **Powers of board** |  |
| 1. Except where this constitution states otherwise:
 |  |
| * 1. the organisation (and its assets and operations) will be managed by the board; and
 |  |
| * 1. the board may exercise all the powers of the organisation.
 |  |
| 1. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
 |  |
| **Charity trustees - general duties** |  |
| 1. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:
 | The provisions here closely reflect the duties of charity trustees imposed under the Scottish Charities Act |
| * 1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 |
| * 1. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 |
| * 1. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 |
| * + 1. put the interests of the organisation before that of the other party; or
 |
| * + 1. where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 |
| * 1. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.
 |
| 1. In addition to the duties outlined in clause 37, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 |
| * 1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 |
| * 1. that any charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.
 |
| **Conflicts of interest involving charity trustees - general** |  |
| 1. The board must use every effort to ensure that conflicts of interest involving charity trustees (including those which relate to individuals or bodies connected with charity trustees) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
 | The SCIO regulations state that the constitution of a SCIO must make provision for procedures for dealing with any conflict of interest. There are a number of strands to this – and clause 39 is intended firstly to stress the importance of ensuring that conflicts of interest are identified at the earliest opportunity and appropriately managed (in line with the importance which OSCR attaches to these issues); and secondly to signpost the key provisions within the constitution which address the various aspects of conflict-of-interest that need to be tackled. |
| * 1. clauses 40 and 43 require charity trustees to declare any personal interest which they may have in any transaction or other arrangement with the organisation;
 |  |
| * 1. clause 63 prohibits a charity trustee with a personal interest in a proposed arrangement from voting on the question of whether the organisation should enter into that arrangement;
 |  |
| * 1. clause 42 (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 charity trustee (or where the charity trustee might benefit from remuneration paid to a connected party).
 |  |
| 1. In addition to complying with the provisions referred to in clause 39:
 | The requirements imposed by clause 40 reflect generally-accepted principles of best practice in governance – as well as OSCR’s expectations in this regard. |
| * 1. the board must maintain a register of charity trustees’ interests;
 |
| * 1. the chairperson of each board meeting must invite declarations of interest, shortly after the start of the meeting;
 |
| * 1. the minutes of each board 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** |  |
| 1. No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
 | This should be adjusted if the constitution will permit an employee to serve on the board (though this would be unusual – see comments on paragraph (b) of clause 17). Where the chief executive (or equivalent) is to serve on the board as a charity trustee, the amendments are covered in the relevant bolt-on provisions. The SCIO regulations state that the constitution of a SCIO must make provision about any circumstances in which remuneration may not be paid to charity trustees, over and above the restrictions which already apply under section 67 of the Scottish Charities Act. |
| 1. Where a charity trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services:
 | Clause 42 provides a summary of the requirements imposed by the Scottish Charities Act in this situation. Reference should be made to the wording in the Scottish Charities Act for the full detail, if any proposal of this kind is under consideration. |
| * 1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 |  |
| * 1. the board must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount); and
 |  |
| * 1. less than half of the charity trustees must be receiving remuneration from the organisation (or benefit from remuneration of that nature).
 |  |
| 1. Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest where that is not prohibited by clause 41 or 42; and (subject to clause 42 and 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.
 |  |
| 1. The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.
 | As a matter of best practice, the board should put in place a written policy on expenses, to minimise the risk of abuse or irregularities. |
| **Code of conduct for charity trustees** |  |
| 1. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
 | The reference to a code of conduct is in line with principles of best practice in governance. |
| 1. The code of conduct referred to in clause 45 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the 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 CHARITY TRUSTEES** |  |
| **Notice of board meetings** |  |
| 1. Any charity trustee may call a meeting of the board or may ask the secretary to call a meeting of the board.
 | The SCIO regulations state that the constitution of a SCIO must make provision about the convening of meetings.The ability under clause 47 for any one charity trustee to call a board meeting reflects the fact that each and every charity trustee has legal responsibilities – and that in turn suggests that it is reasonable that any one charity trustee should have the right to call a board meeting if they discover a serious matter of concern which they feel should be considered by the board as a whole. Having said that, if it is felt that allowing a single charity trustee to call a board meeting could cause unnecessary disruption in practice, the wording could be amended so as to refer to two (or perhaps three) charity trustees. |
| 1. At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
 |
| 1. If charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the charity trustees 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 charity trustees who may have difficulties in using a computer or laptop for this purpose) the charity trustees' attention should be drawn to the following options:
 | The wording here is intended to ensure that all charity trustees receive proper information (and in good time) about how to connect and participate, in a situation where charity trustees are to be allowed to participate in a board meeting via Zoom (or equivalent) and/or via dial-in arrangements. It is important to recognise that remote participation may create barriers for some charity trustees – so in the interests of maximising participation in board meetings, the wording emphasises the need to highlight other options which could be available to them. |
| * 1. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 |  |
| * 1. (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 board meetings** |  |
| 1. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is [ ] charity trustees, present in person.
 | A figure has to be stated as the quorum for meetings of the board. A balance has to be struck between the objective of ensuring that decisions are not being taken by a very small number of people on the one hand; and, on the other hand, not paralysing the SCIO through being unable to take valid decisions because of difficulties in gathering a quorum. The proposed figure for the quorum should be compared against the figure which has been decided upon in relation to the maximum number of board members. Importantly, though, it should also be reviewed against people’s expectations with regard to how many of the places on the board are likely to be filled in practice at any given time, and the likely level of turnout.It is increasingly seen as best practice to set a quorum which is at least equal to the majority of the charity trustees in office at any given time – and sometimes the quorum is expressed in that way, rather than by stating a specific figure. Occasionally that is supplemented by wording which sets a floor of say three charity trustees, which is to apply even if the “majority of the charity trustees” formulation would give a lower figure for the quorum – to ensure that board decisions are not taken by one or two charity trustees if the number of charity trustees drops to a low level. Certainly, if the constitution envisages that there may be fifteen charity trustees in office, it sends a poor message regarding the anticipated level of commitment by charity trustees (having regard to their legal duties) if the quorum is set at something like three charity trustees. |
| 1. An individual participating in a board meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a charity trustee, will be deemed to be in attendance) at the meeting.
 |  |
| 1. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 50, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
 | The wording in clause 52 will have to be adjusted slightly, if the quorum is expressed only as a proportion of the charity trustees in office at the time – see comments on clause 50. |
| 1. The chair of the organisation should act as chairperson of each board meeting.
 |  |
| 1. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson),  the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
 | It would be possible to refer to the vice-chair as having the right to chair a meeting in the absence of the chair of the SCIO – if that is considered appropriate. |
| 1. Every charity trustee has one vote, which must be given personally (subject to clause 61).
 | The reference to clause 61 is there just to ensure that the use of the word “personally” does not mislead people into thinking that people participating remotely cannot vote. |
| 1. All decisions at board meetings will be made by majority vote.
 |  |
| 1. 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.
 | It would be possible to state that the chairperson of a board meeting would not have a casting vote. |
| 1. The board may if they consider appropriate (and must, if that is required under clause 59) allow charity trustees to participate in board 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:
 |  |
| * 1. the means by which charity trustees 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 charity trustees - a barrier to participation; and
 | The wording here requires the board to avoid choosing an approach to remote participation which would represent a barrier for all – or a significant proportion – of the charity trustees eg where using the software would be complex, or would only be available on a paid-for basis.  |
| * 1. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees 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 charity trustees (if any) who are attending in person (and vice versa).
 | It is important that charity trustees participating remotely in a board meeting have the same opportunity (so far as possible) to contribute to the discussions as they would have had if they had been attending in person (and vice versa). That reflects the same principles of fair participation as would apply in a conventional meeting ie where everyone was attending a meeting in person. |
| 1. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to participate in that board 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:
 |  |
| * 1. the requirements set out in paragraphs (a) and (b) of clause 58 will apply; and
 |  |
| * 1. the board must use all reasonable endeavours to ensure that all charity trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
 |  |
| 1. A board meeting may involve two or more charity trustees participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
 | This wording makes it clear that a board meeting can consist solely of people participating via Zoom (or equivalent) ie there is no need for two or more charity trustees to be present in one place. |
| 1. Where a charity trustee is participating in a board meeting via an audio or audio-visual link, they may cast their vote on a given 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.
 | This wording gives flexibility on how votes can be cast where charity trustees are participating remotely. |
| 1. The board 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 board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
 |  |
| 1. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
 | The SCIO regulations state that the constitution of a SCIO must make provision for procedures for dealing with any conflict of interest. |
| 1. For the purposes of clause 63:
 |  |
| * 1. an interest held by an individual who is “connected” with the charity trustee 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 charity trustee;
 |  |
| * 1. a charity trustee will (subject to clause 65) 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.
 |
| 1. Where a subsidiary of the organisation has an interest in a particular matter which is to be considered by the board, a charity trustee 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).
 | In cases where a SCIO has a subsidiary (the most likely situation is where the subsidiary carries on a business which would not fall within the charities tax exemptions), it is quite common for some or all of the subsidiary’s board members to be drawn from the board of the SCIO. This clause makes it clear that the normal conflict of interest rules (see in particular paragraph (b) of clause 64) will not prevent someone in that position from voting at SCIO board meetings on matters in which the subsidiary has an interest – unless of course there is some other reason why they have a conflict of interest. |
| **Technical objections to remote participation in board meetings** |  |
| 1. This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at board meetings; providing the arrangements made by the board in relation to a given board meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
 | The wording in clause 66 closely follows the wording that was used in the emergency legislation (now no longer in force). While provisions within a constitution can never create the same degree of certainty in excluding technical challenges of this nature – as compared with wording in legislation – it is nevertheless useful to include this wording to minimise the risk of challenge.It should be noted that – unlike the approach taken in the emergency legislation – the exclusion of technical challenges only applies where the various requirements under the constitution regarding remote participation are properly complied with. That is deliberate, and reflects the importance of ensuring that (if at all possible) all of the charity trustees should have the opportunity to participate in board meetings. |
| * 1. a charity trustee cannot insist on participating in the board meeting, or voting at the board meeting, by any particular means;
 |  |
| * 1. the board meeting need not be held in any particular place;
 |  |
| * 1. the board 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);
 |  |
| * 1. the board meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 |  |
| * 1. a charity trustee will be able to exercise the right to vote at the board meeting by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that charity trustee’s vote to be taken into account in determining whether or not a resolution is passed.
 |  |
| **Board resolutions agreed in writing or by email**  |  |
| 1. A resolution agreed to in writing (or by email) by a majority of the charity trustees then in office shall (subject to clauses 68 and 69) be as valid as if duly passed at a board meeting.
 | Allowing remote participation in board meetings can often resolve practical difficulties (whether related to public health concerns or otherwise) in getting charity trustees together in person to take board decisions, but there are still situations where it might be more appropriate and/or efficient to deal with board decisions via a formal resolution agreed in writing or by email. This approach can, however, introduce risks from the point of view of good governance – as it tends to focus on only one option (ie the particular proposal which is reflected in the wording of the formal resolution); and although there is usually an accompanying explanation, that explanation may not take account of other perspectives on the issue in question. In order to support good governance, therefore, the template includes a mechanism (see clauses 68 and 69) which is designed to ensure that each of the charity trustees has an opportunity to require the matter in question to be considered at a board meeting – which would allow other options to be presented and differing views to be expressed before a final decision is taken. |
| 1. A resolution under clause 67 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 69.
 |  |
| 1. If a resolution is circulated to the charity trustees under clause 68, any one or more charity trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board 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:
 |  |
| * 1. the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 |  |
| * 1. the resolution cannot be treated as valid under clause 67 unless and until that board meeting has taken place;
 |  |
| * 1. the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board 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 charity trustees then in office.
 |  |
| **Minutes of board meetings** |  |
| 1. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to in writing or by email under clause 67.
 | The SCIO regulations state that the constitution of a SCIO must make provision about records of meetings.The requirements set out in clause 71 are not based on anything specifically required under the SCIO regulations – but reflect best practice. |
| 1. The minutes to be kept under clause 70 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
 |
| 1. The records of resolutions kept under clause 70 must include the names of those charity trustees who agreed to the resolution (as well as the names of any charity trustees who stated that they disagreed with the resolution); and should be signed by the chair of the organisation.
 |
| 1. [The board shall (subject to clause 0) make available copies of the minutes, and records of resolutions, referred to in clause 70 to any member of the public requesting them.]
 | There is no requirement under the Scottish Charities Act or the SCIO regulations to make minutes of board meetings available to the public. Clauses 73 and 74 can be omitted if preferred. |
| 1. [The board may exclude from any copy minutes, or records of resolutions, made available to a member of the public under clause 73 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.]
 |
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| **DECISION-MAKING BY THE CHARITY TRUSTEES - IN THEIR CAPACITY AS MEMBERS** |  |
| 1. For certain purposes of the Scottish Charities Act, the charity trustees make decisions in their capacity as *members* of the organisation, rather than as a board; the provisions of clauses 76 to 100 relate to those situations.
 | See comments on clause 11. |
| **Annual general meetings** |  |
| 1. The board must convene a meeting of the charity trustees - in their capacity as members of the organisation - in each calendar year; that meeting will be called an annual general meeting or "AGM".
 | The SCIO regulations state that a SCIO must hold a meeting of its members within 15 months of the date on which OSCR enters the SCIO in the register, and at least once every 15 months thereafter. With reference to clause 78, in most cases, it will not be particularly appropriate to have an AGM during the year in which the SCIO is formed; but, if the SCIO is formed in the early part of a calendar year, or if the steering group feels that there should be an early AGM, the wording would still allow that to happen. |
| 1. The gap between one AGM and the next must not be longer than 15 months.
 |
| 1. Notwithstanding clause 76, 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.
 |
| 1. The business of each AGM must include:
 | The SCIO regulations do not specify what matters should be dealt with at each annual members’ meeting. In the case of a single-tier SCIO, there is no point in including annual accounts within the agenda, even though that is a normal agenda item at AGMs for most organisations - as the annual accounts will already have been approved by the same people in their capacity as charity trustees; similarly, the idea of charity trustees being elected/re-elected by the membership at the AGM does not apply under a single-tier model. The template constitution therefore takes the approach of using the AGM as an opportunity to step back and take a strategic view - a high-level review of activities to date and consideration of the future strategy for the organisation, including a review of key risks and opportunities. |
| * 1. a report by the chair on the activities of the organisation; and
 |
| * 1. consideration of the future strategy for the organisation, including a review of key risks and opportunities.
 |
| 1. The board may convene any other meeting of the charity trustees - in their capacity as members of the organisation - at any time.
 |
| **Notice of members’ meetings** |  |
| 1. At least 14 clear days’ notice must be given of any AGM or any other members' meeting.
 | The SCIO regulations state that the constitution of a SCIO must make provision about the convening of meetings. There is also a further provision in the SCIO regulations stating that a SCIO must give at least 14 days’ notice of its annual members’ meeting to its members and its charity trustees; and accordingly it is not possible to shorten that period of notice. The provisions which have been included within the model represent best practice, and allow for notices to be issued by e-mail (but on the understanding that where a charity trustee has not supplied an e-mail address, they must be sent a notice by post). |
| 1. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
 |  |
| * 1. in the case of any resolution falling within clause 90 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 |  |
| * 1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
 |  |
| 1. The reference to “clear days” in clause 81 shall be taken to mean that, in calculating the period of notice:
 |  |
| * 1. the day after the notices are posted (or sent by email) should be excluded; and
 |  |
| * 1. the day of the meeting itself should also be excluded.
 |  |
| 1. Notice of every members' meeting must be given to all the charity trustees; but the accidental omission to give notice to one or more charity trustees will not invalidate the proceedings at the meeting.
 |  |
| 1. Any notice of a members’ meeting which requires to be given to a charity trustee - in their capacity as a member of the organisation - under this constitution must be:
 |  |
| * 1. sent by post to the charity trustee, at the address last notified by them to the organisation; or
 |  |
| * 1. sent by email to the charity trustee, at the email address last notified by them to the organisation.
 |  |
| 1. Clause 49 shall apply where notice is being given in relation to a members’ meeting at which charity trustees (in their capacity as members of the organisation) are to be permitted to participate by way of audio and/or audio-visual link(s).
 |  |
| **Procedure at members’ meetings** |  |
| 1. The provisions of clauses 50, 51, 53 and 54 (quorum, chairperson) shall apply in relation to all meetings of the charity trustees in their capacity as members of the organisation.
 | It is important to note that under a single-tier model, the only people entitled to attend and vote at AGMs are those who are also the charity trustees (ie board members) of the SCIO. It would be usual, therefore, for the quorum set in the constitution for board meetings to be stated to apply to AGMs as well. Having said that, the decisions that can be taken at members’ meetings (see clause 90) include matters which are quite fundamental – so it may be felt appropriate (and notwithstanding the higher voting threshold needed for the resolutions listed in clause 90)that a higher quorum should be set for members’ meetings even under a single-tier model. If so, clause 87 should be amended accordingly. A further consideration relating to quorum is that if provision is made for proxy voting (see comments below on clause 88), that would have an impact on how the quorum provision for members’ meetings should be worded.Under a single-tier model the provisions regarding the chairing of board meetings would normally be equally appropriate for AGMs and other meetings of the charity trustees in their capacity as members – and that is the approach taken in the template.  |
| **Voting at members’ meetings** |  |
| 1. Every charity trustee shall have one vote in their capacity as a member, which must be given personally (subject to clause 94).
 | Given the fundamental nature of some of the decisions that can be taken at members’ meetings (see clause 90), it may be felt appropriate that charity trustees should be entitled to vote by proxy at members’ meetings – to ensure that a charity trustee who was unable to participate in the members’ meeting could still cast their vote. Provisions allowing for proxy voting are included within the bolt-on provisions.It should be noted that the provisions allowing for proxy voting relate only to meetings of the charity trustees ***in their capacity as members***; they do not apply to board meetings.  |
| 1. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 90.
 |  |
| 1. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members’ meeting (or if passed by way of a written resolution under clause 96):
 | The requirement for a two-thirds majority in relation to a resolution amending the constitution (also the types of resolution referred to in paragraphs (b) to (d) of clause 90) reflect what is stated in the Scottish Charities Act, and therefore cannot be amended.  |
| * 1. a resolution amending the constitution;
 |
| * 1. 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);
 |
| * 1. 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);
 |
| * 1. a resolution for the winding up or dissolution of the organisation.
 |
| 1. 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.
 | It is possible to provide specifically that the chairperson will not have a casting vote, if that is preferred – but for SCIOs it is much more common for the chairperson to have a casting vote at members’ meetings. It should be borne in mind that many types of resolution (see clause 90) require a two-thirds majority in any event – where the issue of a chairperson’s casting vote would not come into play. |
| 1. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
 | It should be noted that the Scottish Charities Act states that a resolution amending the constitution - unless it is proposed at a members’ meeting - requires a written resolution signed by all of the members. A different position applies under company law, as regards written resolutions – but that is not relevant in the case of a SCIO. Accordingly, a constitution cannot validly state that a written resolution will be effective if signed by, say two-thirds of the membership. The same point applies in relation to other types of formal resolution.  |
| 1. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
 |  |
| 1. The provisions of clauses 58 to 61 (remote participation) shall apply in relation to participation and voting by charity trustees in their capacity as members of the organisation [and in relation to participation and voting by any proxy appointed by a charity trustee (in their capacity as a member of the organisation)].
 | The wording in square brackets should be removed if proxy voting is not allowed. |
| **Technical objections to remote participation in members’ meetings** |  |
| 1. The principles set out in clause 66 (technical objections to remote participation) shall apply in relation to remote participation and voting at members’ meetings, as if each reference in that clause to a charity trustee were a reference to a charity trustee in their capacity as a member and each reference in that clause to a board meeting were a reference to a members' meeting.
 | See comments on clause 66. |
| **Written resolutions by members**  |  |
| 1. A resolution agreed to in writing (or by email) by all the charity trustees, in their capacity as members of the organisation, 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 charity trustee agreed to it.
 | Unlike the position which applies under company law, the Scottish Charities Act specifically requires a written resolution altering a SCIO’s constitution to be agreed to by ***all*** the members – and it is not possible to set a lower threshold in the constitution. |
| **Minutes of members’ meetings** |  |
| 1. The board must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 96.
 | The SCIO regulations state that the constitution of a SCIO must make provision about records of meetings.  |
| 1. 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.
 | As regards clause 99, there are no specific requirements under SCIO legislation regarding records of written resolutions – but the wording in clause 97 regarding records of written resolutions is included to promote good practice. |
| 1. The records of resolutions kept under clause 97 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.
 |
| 1. [The board shall make available copies of the minutes, and records of resolutions, referred to in clause 97 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 0.]
 | The optional) wording here is included in the model to meet the needs of those organisations who want to lay a strong emphasis on transparency and openness. Clause 100 can, however, be omitted - as there is no requirement under the Scottish Charities Act or the SCIO regulations for minutes of members’ meetings (or records of written resolutions) to be made available to the public on request. |
|  |  |
| **ADMINISTRATION** |  |
| **Delegation to sub-committees** |  |
| 1. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
 | It should be borne in mind that although the use of sub-committees can be appropriate in many cases, the board of the SCIO retains legal responsibility for exercising overall control and supervision. |
| 1. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
 |
| 1. When delegating powers under clause 101 or 102, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
 |
| 1. Any delegation of powers under clause 101 or 102 may be revoked or altered by the board at any time.
 |
| 1. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.
 |
| **Operation of accounts** |  |
| 1. The board should ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation’s bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants.
 | The provisions of clause 106 provide some flexibility, in allowing for online banking as well as more traditional approaches involving the signing of cheques. The key principle is that the board should take on board the recommendations made by the auditors (or independent examiners or other external accountants) regarding the systems of financial control. |
| **Accounting records and annual accounts** |  |
| 1. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
 | These provisions serve as a reminder of the legal obligations of the board under the relevant legislation. |
| 1. The board must prepare annual accounts, complying with all relevant statutory requirements; and
 |
| * 1. if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor;
 |  |
| * 1. if an audit is not carried out, the board must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.
 |  |
|  |  |
| **MISCELLANEOUS** |  |
| **Winding-up** |  |
| 1. 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 Scottish Charities Act.
 | The main SCIO regulations state that the constitution of a SCIO must make provision about “those purposes which are the same as or which resemble closely the purposes of the SCIO, for which any surplus assets available to the SCIO immediately preceding its winding up or dissolution must be used”. The current version of the SCIO winding-up and dissolution regulations (which may be amended at some point in the future) do, however, include requirements regarding the recipient body or bodies which is/are specified in the relevant resolution – and that is therefore reflected in the wording of clause 110. |
| 1. 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; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.
 |
| **Alterations to the constitution** |  |
| 1. This constitution may (subject to clause 112) be altered by resolution of the charity trustees - in their capacity as members of the organisation - passed at a members’ meeting (subject to achieving the two thirds majority referred to in clause 90) or by way of a written resolution of the charity trustees in their capacity as members.
 | The provisions of these clauses reflect the requirements imposed by the Scottish Charities Act. |
| 1. The Scottish Charities Act 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** |  |
| 1. References in this constitution to the Scottish Charities Act should be taken to include:
	1. any statutory provision which adds to, modifies or replaces that Act; and
	2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph **Error! Reference source not found.** above.
 |  |
| 1. In this constitution:
	1. “Scottish Charities Act” means (subject to clause **Error! Reference source not found.**) the Charities and Trustee Investment (Scotland) Act 2005;
	2. “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.
 |  |