

CONSTITUTION

of

SCOTTISH COUNCIL FOR VOLUNTARY ORGANISATIONS

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GENERAL

Type of organisation

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

Scottish principal office

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

Name

- 3 The name of the organisation is “Scottish Council for Voluntary Organisations” (SCVO).

Purposes

- 4 SCVO’s purposes are:
 - 4.1 To promote the voluntary sector, and the effectiveness and efficiency of charities;
 - 4.2 To advance education, and particularly in relation to (a) matters connected with the establishment, operation and governance of voluntary organisations, (b) the impact of voluntary sector organisations in promoting economic and social wellbeing and (c) issues which are of particular concern to voluntary organisations.

And, in each case, with a particular focus on voluntary organisations operating in Scotland.

Powers

- 5 SCVO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of SCVO may be paid or transferred (directly or indirectly) to the members - either in the course of SCVO’s existence or on dissolution - except where this is done in direct furtherance of SCVO’s purposes.

Liability of members

- 7 The members of SCVO have no liability to pay any sums to help to meet the debts (or other liabilities) of SCVO if it is wound up; accordingly, if SCVO is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

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

MEMBERS

Categories of membership

- 11 There are two categories of membership:
- 11.1 Full membership – open only to voluntary sector organisations - which carries voting rights;
 - 11.2 Associate membership – open to other bodies (whether public sector or private sector) and to individuals – which gives the right to attend members’ meetings, but without voting rights.
- 12 In this constitution, those admitted to full membership are referred to as “Full Members”; and those admitted to associate membership are referred to as “Associate Members”.

Qualifications for membership

- 13 Subject to clauses 14, 15, 20 and 26, full membership is open to any voluntary organisation operating in Scotland.
- 14 The question of whether or not a given organisation should be taken to be a “voluntary” organisation for the purposes of clause 13, and/or whether it should be regarded as “operating in Scotland” for the purposes of clause 13, shall be determined by reference to such criteria as the Board of Trustees (at its discretion) may consider appropriate from time to time.
- 15 In the case of a voluntary organisation which is not a corporate body, clause 13 shall be taken to refer to an individual nominated for membership by that organisation (but on the understanding that he/she will be expected to give effect to decisions of the board (or other governing body) of the voluntary organisation in exercising the rights and powers attaching to membership); the organisation itself cannot be admitted as a member of SCVO, as it is not a legal entity.
- 16 With reference to clause 15, SCVO will not be under any obligation to verify whether an individual admitted under clause 15 is in fact exercising the rights and powers of membership in any given case in line with decisions of the board (or other governing body) of the voluntary organisation which nominated him/her for membership; SCVO shall be entitled to accept any vote cast by an individual admitted under clause 15 (and any other step taken by him/her in exercise of the rights and powers attaching to membership) without further enquiry.
- 17 No more than one individual nominated for membership by a given unincorporated body can be a member of SCVO at any one time.

- 18 Subject to clauses 19, 20 and 26, associate membership is open to any body or individual who/which wishes to support the aims and activities of SCVO.
- 19 The provisions of clauses 15 and 17 shall apply (with any necessary modifications) to associate membership, in relation to any unincorporated body.
- 20 No employee of SCVO may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of SCVO.

Application for membership

- 21 Any individual or body who/which wishes to become a member must sign a written application for membership, specifying the category of membership for which he/she/it is applying.
- 22 In the case of an application by a corporate body, the application must be signed by an appropriate officer of the body which is applying for membership.
- 23 In the case of an unincorporated body, the application must be signed by the individual who is applying for membership, as well as an appropriate office bearer of the unincorporated body which is nominating him/her for membership.
- 24 An individual or body applying for membership must supply such information and evidence in support of his/her/its application as SCVO may request.
- 25 An application for membership received by SCVO will be considered by the Board of Trustees at the next Board of Trustees meeting - providing it has been properly completed and signed, and that there is no outstanding information/evidence required in support of the application.
- 26 The Board of Trustees may, at its discretion, refuse to admit any individual or body to membership.
- 27 The Board of Trustees must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/it to membership; if the decision was to admit him/her/it as a member, the notification shall (subject to clause 32) include a request for payment of the annual membership subscription, and he/she/it must then pay the annual subscription within three weeks after that notification is given.

Membership subscription

- 28 Members shall require to pay an annual membership subscription; the level of the annual membership subscription may differ as between Full Members and Associate Members, and also on the basis of sub-categories within each of those categories of membership.

- 29 The amount of the annual membership subscription payable in respect of each sub-category of Full Member and Associate Member, the criteria which are to apply in relation to each category, and the date by which membership subscriptions must be paid, will be determined by a resolution or resolutions passed by majority vote at each AGM.
- 30 If the membership subscription payable by any member remains outstanding more than six weeks after the date by which it required to be paid - and providing he/she/it has been given at least one written reminder - the Board of Trustees may, by resolution to that effect, expel him/her/it from membership.
- 31 An individual or body who/which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 32 Where an individual admitted to membership on the basis of nomination by an unincorporated body ceases to be a member, an individual applying for membership on the basis of nomination by that same unincorporated body will not require to pay the membership subscription relating to the period for which a membership subscription has already been paid.

Arrangements involving SCVO's website

- 33 The Board of Trustees may, if they consider appropriate, introduce arrangements under which an individual or body can apply for membership (and, in the case of an unincorporated body, can nominate an individual for membership) and/or membership subscriptions may be paid, by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically.
- 34 The Board of Trustees shall ensure that any arrangements introduced under clause 33:
- 34.1 incorporate appropriate security measures; and
- 34.2 reserve the right for the Board of Trustees to request signed hard copy documentation in any case where the Board of Trustees considers that to be appropriate.

Register of members

- 35 The Board of Trustees must keep a register of members, setting out:
- 35.1 for each current member:
- 35.1.1 his/her/its full name and address;

- 35.1.2 the date on which he/she/it was registered as a member of the organisation;
 - 35.1.3 the category of membership into which he/she/it falls;
 - 35.1.4 (in the case of an individual nominated under clause 15 or 19) the name of the unincorporated body which nominated him/her for membership.
- 35.2 for each former member - for at least six years from the date on he/she/it ceased to be a member:
 - 35.2.1 his/her/its name; and
 - 35.2.2 the date on which he/she/it ceased to be a member.
- 36 The Board of Trustees must ensure that the register of members is updated within 28 days of any change:
 - 36.1 which arises from a resolution of the Board of Trustees or a resolution passed by the members of SCVO; or
 - 36.2 which is notified to SCVO.
- 37 If a member or charity trustee of SCVO requests a copy of the register of members, the Board of Trustees must ensure that a copy is supplied to him/her/it within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the Board of Trustees may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 38 Any individual or body who/which wants to withdraw from membership must give a written notice of withdrawal to SCVO, signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that body; he/she/it will cease to be a member as from the time when the notice is received by SCVO.
- 39 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to SCVO to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by SCVO, the individual in question shall automatically cease to be a member of SCVO.

Transfer of membership

- 40 Membership of SCVO may not be transferred by a member.

Expulsion from membership

- 41 Any individual or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 41.1 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;
 - 41.2 the member concerned (or, in the case of a corporate body, a representative of the member concerned) will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of membership

- 42 Membership will automatically terminate:
- 42.1 in the case of an individual, on death;
 - 42.2 in the case of a corporate body, on the appointment of an administrator or receiver, on liquidation, on dissolution or on striking-off;
 - 42.3 in the case of an individual admitted to membership on the basis of nomination by an unincorporated organisation, if that organisation is dissolved or if it ceases to carry on its operations.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 43 The Board of Trustees must convene a meeting of members (an annual general meeting or "**AGM**") in each calendar year.
- 44 The gap between one AGM and the next must not be longer than 15 months.
- 45 Notwithstanding clause 43, an AGM does not need to be held during the calendar year in which the SCIO is formed; but the first AGM must still be held within 15 months of the date on which SCIO is formed.
- 46 The business of each AGM must include:
- 46.1 a report by the Convener on the activities of SCVO;
 - 46.2 consideration of the annual accounts of SCVO;
 - 46.3 the announcement of the outcome of the election process for charity trustees, as referred to in clause 87.
- 47 The Board of Trustees may convene a special members' meeting at any time.
- 48 The Board of Trustees must convene a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members (in the case of a member which is a corporate body, signed by an appropriate officer of that body)) by Full Members who amount to 5% or more of the total number of Full Members at the time, providing:
- 48.1 the notice states the purposes for which the meeting is to be held; and
 - 48.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 49 If the Board of Trustees receive a notice under clause 48, the date for the meeting which they convene in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

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

- 51 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 52 The reference to "clear days" in clause 50 shall be taken to mean that, in calculating the period of notice:
- 52.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 52.2 the day of the meeting itself should also be excluded.
- 53 Notice of every members' meeting must be given to all the members of SCVO, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 54 Any notice which requires to be given to a member under this constitution must be:
- 54.1 sent by post to the member, at the address last notified by him/her/it to SCVO; *or*
- 54.2 sent by e-mail to the member, at the e-mail address last intimated by him/her/it to SCVO.

Procedure at members' meetings

- 55 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 56 The quorum for a members' meeting is 20 Full Members, present in person (in the case of a corporate body, present via its duly authorised representative) or represented by proxy.
- 57 Associate Members shall not be counted in determining whether a quorum is present at a members' meeting.
- 58 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 59 A member may participate in a members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the individuals (whether members, proxies for Full Members, authorised

representatives of members which are corporate bodies, or charity trustees) participating in the meeting can hear each other.

- 60 A Full Member participating in a meeting in the manner referred to in clause 59 shall be deemed to be present in person at the meeting; and any vote which he/she casts at the meeting via the communications equipment which is used for this purpose will be deemed to be given by that Full Member personally.
- 61 The principles set out in clause 60 shall apply (with any necessary modifications) in relation to an individual participating in a meeting in the manner referred to in clause 59, in his/her capacity as the authorised representative of a Full Member which is a corporate body.
- 62 The Honorary President of SCVO should act as chairperson of each members' meeting.
- 63 If the Honorary President 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 Convener should act as chairperson of the meeting; if neither the Honorary President nor the Convener is present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to start, the Vice Convener should act as chairperson; if none of those three (Honorary President, Convener, Vice Convener) is present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to start, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 64 Every Full Member has one vote, which may be given either personally (in the case of a corporate body, via its duly authorised representative present at the meeting) or by proxy; clauses 60 and 61 shall apply in relation to any Full Member (or any authorised representative of a Full Member which is a corporate body) participating in a members' meeting in the manner referred to in clause 59.
- 65 Associate Members shall be entitled to attend and speak at members' meetings, but have no voting rights.
- 66 A Full Member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting must lodge with SCVO, prior to the time when the meeting commences, a written proxy form, signed by him/her.
- 67 A proxy need not be a member of SCVO.
- 68 A member shall not be entitled to appoint more than one proxy to attend the same meeting.

- 69 A proxy appointed to attend and vote at any meeting instead of a Full Member shall have the same right as the member who/which appointed him/her to speak at the meeting.
- 70 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of SCVO.
- 71 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 72.
- 72 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 76):
- 72.1 a resolution amending the constitution;
- 72.2 a resolution approving the amalgamation of SCVO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 72.3 a resolution to the effect that all of SCVO'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);
- 72.4 a resolution for the winding up or dissolution of SCVO.
- 73 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.
- 74 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 individuals present at the meeting and entitled to vote (whether as Full Members, as authorised representatives of Full Members which are corporate bodies, or as proxies for Full Members) ask for a secret ballot.
- 75 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

- 76 A resolution agreed to in writing (or by e-mail) by all the Full Members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

- 77 The Board of Trustees must ensure that proper minutes are kept in relation to all members' meetings.
- 78 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.
- 79 The Board of Trustees shall make available copies of the minutes referred to in clause 77 to any member of the public requesting them; but on the basis that the Board of Trustees may exclude confidential material to the extent permitted under clause 138.

BOARD OF TRUSTEES

Number of charity trustees

- 80 The maximum number of charity trustees is 11; out of that number:
- 80.1 no more than 6 shall be charity trustees who were elected/appointed under the provisions of articles 86 to 94;
 - 80.2 no more than 5 (including the office-bearers referred to in clause 95) shall be charity trustees who were co-opted under the provisions of clauses 95 to 98.
- 81 The minimum number of charity trustees is 4.

Eligibility

- 82 A person will not be eligible for election or appointment to the Board of Trustees under clauses 86 to 94 unless:
- 82.1 he/she is a Full Member of SCVO; or
 - 82.2 he/she has been nominated by a corporate body which is a Full Member of SCVO for election or appointment to the Board of Trustees under those clauses.
- 83 A person appointed to the Board of Trustees under clause 95 need not be a member of SCVO.
- 84 A person will not be eligible for election or appointment to the Board of Trustees if he/she is:
- 84.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 84.2 an employee of SCVO.

Initial charity trustees

- 85 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the SCIO.

Election, retiral, re-election

- 86 The Full Members may (subject to clauses 80, 82 and 84; and subject to the provisions of the standing orders referred to in clause 87) elect any Full Member (unless he/she is debarred from appointment to the Board of Trustees under clause 84) to serve as a charity trustee with effect from each AGM.
- 87 The procedure for election of charity trustees under clause 86 shall be regulated by such standing orders as the Board of Trustees may issue from time to time, reflecting the following principles:
- 87.1 the Full Members shall be given a reasonable opportunity to nominate candidates for election in advance of each AGM (and on the understanding that a Full Member who is an individual may nominate himself/herself), with each candidate being invited to submit a short statement outlining the contribution which he/she considers that he/she could make to the work of the Board of Trustees;
 - 87.2 the arrangements for electing candidates shall allow voting by email and/or online voting, as well as postal voting;
 - 87.3 the outcome of the election process will be announced at the AGM, and all those elected as charity trustees will hold office with effect from the conclusion of the AGM.
- 88 The Board of Trustees may at any time (subject to clauses 80, 82 and 84) appoint any Full Member (unless he/she is debarred from appointment to the Board of Trustees under clause 84) to be a charity trustee.
- 89 A Full Member which is a corporate body may (subject to clause 90) nominate any individual (unless he/she is debarred from election/appointment to the Board of Trustees under clause 84) for election/appointment to the Board of Trustees; he/she will then be deemed to be a Full Member for the purposes of clauses 86 and 88.
- 90 No more than one individual nominated under clause 89 by each corporate member may serve as a charity trustee at any given time.
- 91 At each AGM:
- 91.1 any charity trustees appointed under clause 88 during the period since the preceding AGM (or, in the case of the first AGM, during the period since the incorporation of SCVO) shall retire from office;
 - 91.2 out of the remaining charity trustees (disregarding for this purpose those appointed under clause 95), one third (to the nearest round number) shall retire from office.

- 92 The charity trustees to retire from office under clause 91.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between charity trustees 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.
- 93 In the case of an individual holding office as a director of the company limited by guarantee which was converted into the SCIO, his/her period in office as a director shall be deemed, for the purposes of clause 91, to start from the date of conversion of the company into the SCIO.
- 94 A charity trustee who retires from office under clause 91 shall be eligible for re-election once only; on the second occasion on which he/she retires from office under clause 91.2, he/she will not be eligible for re-election until the annual general meeting which next follows.

Appointment/re-appointment of co-opted charity trustees

- 95 In addition to their powers under clause 88, the Board of Trustees may at any time appoint any individual to be a charity trustee (subject to clauses 80 and 84) on the basis that he/she has specialist experience and/or skills which could be of assistance to the Board of Trustees.
- 96 The charity trustees appointed under clause 95 shall include individuals who, in the opinion of the Board of Trustees, have the requisite skills to serve as Convener, Vice Convener and Treasurer respectively; and they shall hold those respective offices accordingly, with effect from the relevant date of appointment.
- 97 At each AGM, any charity trustee appointed under clause 95 who has served for a period of three years since he/she was last appointed or re-appointed shall retire from office, but shall then be eligible for re-appointment.
- 98 For the purposes of clause 97:
- 98.1 the period from the date of the formation of SCVO to the first AGM 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);
- 98.2 the period between the date of appointment of a charity trustee and the AGM 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);
- 98.3 the period between one AGM and the next shall be deemed to be a period of one year;

- 98.4 if a charity trustee ceases to hold office but is reappointed to that office within a period of six months, he/she shall be deemed to have held office as a charity trustee continuously.

Termination of office

- 99 A charity trustee will automatically cease to hold office if:
- 99.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 99.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 99.3 (in the case of a charity trustee appointed/elected under clauses 86 to 94) he/she ceases to be a Full Member or (as the case may be) the body which nominated him/her for election/appointment to the Board of Trustees ceases to be a Full Member;
 - 99.4 he/she becomes an employee of SCVO;
 - 99.5 he/she gives SCVO a notice of resignation, signed by him/her;
 - 99.6 he/she is absent (without good reason, in the opinion of the Board of Trustees) from more than three consecutive meetings of the Board of Trustees - but only if the Board of Trustees resolves to remove him/her from office;
 - 99.7 he/she is removed from office by resolution of the Board of Trustees on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 119);
 - 99.8 he/she is removed from office by resolution of the Board of Trustees on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 99.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 100 A resolution under paragraph 99.7, 99.8 or 99.9 shall be valid only if:
- 100.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

- 100.2 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
- 100.3 (in the case of a resolution under paragraph 99.7 or 99.8) 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

- 101 The Board of Trustees must keep a register of charity trustees, setting out:
 - 101.1 for each current charity trustee:
 - 101.1.1 his/her full name and address;
 - 101.1.2 the date on which he/she was appointed as a charity trustee; and
 - 101.1.3 any office held by him/her in SCVO;
 - 101.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 101.2.1 the name of the charity trustee;
 - 101.2.2 any office held by him/her in SCVO; and
 - 101.2.3 the date on which he/she ceased to be a charity trustee.
- 102 The Board of Trustees must ensure that the register of charity trustees is updated within 28 days of any change:
 - 102.1 which arises from a resolution of the Board of Trustees or a resolution passed by the members of SCVO; or
 - 102.2 which is notified to SCVO.
- 103 If any person requests a copy of the register of charity trustees, the Board of Trustees must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of SCVO, the Board of Trustees may provide a copy which has the addresses blanked out - if SCVO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 104 The charity trustees appointed under clauses 95 and 96 as the Convener, Vice Convener and Treasurer will automatically hold those offices for so long as they remain as charity trustees.
- 105 For the avoidance of doubt,
- 105.1 if an individual appointed as the Convener, Vice Convener or Treasurer resigns from that office by way of notice to SCVO to that effect, he/she will be deemed to have also resigned as a charity trustee at the same time;
- 105.2 if an individual appointed as the Convener, Vice Convener or Treasurer ceases to be a charity trustee, he/she will automatically cease to hold office as the Convener, Vice Convener or (as the case may be) Treasurer.

Honorary President

- 106 The members of SCVO, by way of a resolution passed by majority vote at an AGM, may appoint any individual to the office of Honorary President of SCVO.
- 107 The role of the Honorary President, and the principles regarding liaison between the Honorary President and the Convener and the chief executive of SCVO, shall be prescribed in such standing orders as the Board of Trustees may issue from time to time.
- 108 For the avoidance of doubt, an Honorary President shall not be entitled to attend Board of Trustees meetings (except where he/she is specifically invited on any given occasion), and shall have no voting rights either at Board of Trustees meetings or at members' meetings; an Honorary President shall not be deemed to be a charity trustee.
- 109 An Honorary President shall (subject to clause 110) hold office for a period of three years, but may be re-elected for further periods of three years (with no limit on the number of times that an Honorary President may be re-elected); the reference in this clause to a period of three years shall be interpreted in accordance with clause 98.
- 110 The Board of Trustees may remove any individual from the office of Honorary President at any time, if they consider that they have reasonable grounds for doing so.

Powers of Board of Trustees

- 111 Except where this constitution states otherwise, SCVO (and its assets and operations) will be managed by the Board of Trustees; and the Board of Trustees may exercise all the powers of SCVO.
- 112 A meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
- 113 The members may, by way of a resolution passed in compliance with clause 72 (requirement for two-thirds majority), direct the Board of Trustees to take any particular step or direct the Board of Trustees not to take any particular step; and the Board of Trustees shall give effect to any such direction accordingly.

Charity trustees - general duties

- 114 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of SCVO; and, in particular, must:
 - 114.1 seek, in good faith, to ensure that SCVO acts in a manner which is in accordance with its purposes;
 - 114.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 114.3 in circumstances giving rise to the possibility of a conflict of interest between SCVO and any other party:
 - 114.3.1 put the interests of SCVO before that of the other party;
 - 114.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to SCVO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 114.4 ensure that SCVO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 115 In addition to the duties outlined in clause 114, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - 115.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

- 115.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 116 Provided he/she has declared his/her interest - and has not voted on the question of whether or not SCVO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with SCVO in which he/she has a personal interest; and (subject to clause 117 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 117 No charity trustee may serve as an employee (full time or part time) of SCVO; and no charity trustee may be given any remuneration by SCVO for carrying out his/her duties as a charity trustee.
- 118 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.

Code of conduct for charity trustees

- 119 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board of Trustees from time to time.
- 120 The code of conduct referred to in clause 119 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied 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 of Trustees meetings

- 121 Any charity trustee may call a meeting of the Board of Trustees *or* ask the Convener to call a meeting of the Board of Trustees.
- 122 At least seven days' notice must be given of each Board of Trustees meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Board of Trustees meetings

- 123 No valid decisions can be taken at a Board of Trustees meeting unless a quorum is present; the quorum for Board of Trustees meetings is as follows:
- 123.1 if there is an even number of charity trustees in office at the time – one half of the total number of charity trustees then in office, plus one;
- 123.2 if there is an odd number of charity trustees in office at the time – one half (rounded upwards) of the total number of charity trustees then in office.
- 124 A charity trustee may participate in a meeting of the Board of Trustees by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other.
- 125 A charity trustee participating in a meeting in the manner referred to in clause 124 shall be deemed to be present in person at the meeting; and any vote which he/she casts at the meeting via the communications equipment which is used for this purpose will be deemed to be given by him/her personally.
- 126 The Convener of SCVO should act as chairperson of each Board of Trustees meeting.
- 127 If the Convener is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Vice Convener will act as chairperson of that meeting.
- 128 If the Vice Convener is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 129 Every charity trustee has one vote, which must be given personally.
- 130 All decisions at Board of Trustees meetings will be made by majority vote.

- 131 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.
- 132 The Board of Trustees may, at its discretion, allow any person to attend and speak at a Board of Trustees meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 133 A charity trustee must not vote at a Board of Trustees meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of SCVO; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 134 For the purposes of clause 133:
- 134.1 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 134.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 135 The Board of Trustees must ensure that proper minutes are kept in relation to all Board of Trustees meetings and meetings of sub-committees.
- 136 The minutes to be kept under clause 135 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 137 The Board of Trustees shall (subject to clause 138) make available copies of the minutes referred to in clause 135 to any member of the public requesting them.
- 138 The Board of Trustees may exclude from any copy minutes made available to a member of the public under clause 137 any material which the Board of Trustees considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of SCVO or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 139 The Board of Trustees 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.
- 140 The Board of Trustees may also delegate to the Convener of SCVO (or the holder of any other post) such of their powers as they may consider appropriate.
- 141 When delegating powers under clause 139 or 140, the Board of Trustees must set out appropriate conditions (which must include an obligation to report regularly to the Board of Trustees).
- 142 Any delegation of powers under clause 139 or 140 may be revoked or altered by the Board of Trustees at any time.
- 143 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee (including removal of members of each sub-committee), shall be set by the Board of Trustees.

Policy Committee

- 144 The Board of Trustees may create a policy committee if they consider that to be appropriate from time to time; the members of the policy committee need not be members of SCVO, and a charity trustee or charity trustees may (but need not) be included within the membership of the policy committee.
- 145 The remit of the policy committee shall be such as the Board of Trustees may prescribe from time to time.
- 146 The policy committee may prepare reports and recommendations for consideration by the Board of Trustees, but shall not be entitled to issue directions or instructions to the Board of Trustees.
- 147 The rules of procedure for the policy committee, and the provisions relating to membership of each policy committee (including removal of members of a policy committee), shall be set by the Board of Trustees.

Operation of accounts

- 148 Subject to clause 149, the signatures of two out of three signatories appointed by the Board of Trustees will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by SCVO.

- 149 Where SCVO uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 148.

Accounting records and annual accounts

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

MISCELLANEOUS

Winding-up

- 152 If SCVO is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 153 Any surplus assets available to SCVO immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of SCVO as set out in this constitution.

Alterations to the constitution

- 154 This constitution may (subject to clause 155) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 72) or by way of a written resolution of the members.
- 155 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 156 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 156.1 any statutory provision which adds to, modifies or replaces that Act; and
- 156.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 156.1 above.
- 157 In this constitution:
- 157.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 157.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.