

CONSTITUTION  
OF  
THE HERODOTUS HELPLINE  
(SCIO)

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**The Herodotus Helpline**  
**(SCIO)**

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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 'The Herodotus Helpline'.

### Purposes

- 4 The organisation's purposes are to promote, develop and maintain understanding of Herodotus' *Histories*, the world that they describe, and the reception of his work from antiquity to the present day.
  - 4.1 Its funds and property shall be used solely for activities it deems conducive to these purposes.
  - 4.2 It will pursue these purposes, in particular
    - a) by organising research seminars, lectures and other educational and cultural events and activities, designed to interest and engage both a scholarly and a wider audience; , and
    - b) by the publication of a journal and other resources.

### Equal Opportunities

- 5 The organisation shall adhere to principles of equality, diversity and inclusion in its organisational structures and activities, and shall not discriminate on the grounds of race, religious or political belief, gender, gender reassignment, sexual orientation, marital status, pregnancy or maternity, age or disability.

### Powers

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

## Liability of members

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

## General structure

- 10 The structure of the organisation consists of:-
  - 10.1 the MEMBERS – comprising:
    - 10.1.1 Ordinary Members, who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, to elect people to serve on the Steering Committee and to take decisions on changes to the constitution itself;
    - 10.1.2 Junior Members, who are eligible neither to stand for election to the Steering Committee nor to vote at any General Meeting.
  - 10.2 the STEERING COMMITTEE - who hold regular meetings, and generally plan and coordinate the activities of the organisation; for example, the Steering Committee is responsible for monitoring and controlling the financial position of the organisation.
- 11 The Steering Committee is the Board of Trustees of the organisation, and the people serving on it shall be the organisation's CHARITY TRUSTEES, referred in what follows as 'the trustees' or 'the charity trustees'.
- 12 The organisation shall have not fewer than 2 members at any time.

## MEMBERS

### Qualifications for membership

- 13 Membership is open to any person who supports the purposes of the organisation (with the exception of employees of the organisation: see clause 14 below).
  - 13.1 Persons aged 18 or over are eligible to become Ordinary Members.
  - 13.2 Persons under the age of 18 are eligible to become Junior Members. A Junior Member will be obliged to inform the Secretary when he/she reaches the age of 18, at which point he/she will be reclassified as an Ordinary Member.
- 14 Employees of the organisation are not eligible for membership.

### Application for membership

- 15 Any eligible person may apply to become a member by registering their desire to join with the Secretary, or by completing an online form.
- 16 The Secretary shall notify the applicant promptly, in writing, of the acceptance or rejection of the application.
- 17 An application shall only be rejected where the applicant's past behaviour suggests that their conduct will run counter to the organisation's charitable purposes or otherwise abuses its constitution.
- 18 Any decision to reject an application will be made by the Steering Committee.
  - 18.1.1 The Steering Committee will lay out the reasons for rejection to an applicant.
  - 18.1.2 The applicant will have the opportunity to appeal the decision using the procedure for expulsion from membership in clause 31.
- 19 Subsequently to acceptance as a member, the member must notify the Secretary in writing of any changes to the personal information provided in the membership application form.
- 20 Membership does not depend on the payment of any subscription fee. All the organisation's activities and publications shall be provided free of charge to members.

## **Voluntary subscription**

- 21 Members may be invited to contribute to the costs of the organisation through the payment of a voluntary subscription. This shall be used exclusively to fund the organisation's activities in pursuit of its charitable purposes.
- 22 The recommended level(s) of any voluntary subscription shall be proposed by the Steering Committee and approved by members, by a majority vote at an Annual General Meeting.

## **Membership data**

- 23 The Steering Committee is responsible for the maintenance of all membership data, comprising
  - 23.1 for each current member:
    - 23.1.1 their full name
    - 23.1.2 their email address
- 24 The Steering Committee is responsible for the security of membership data, for the organisation's compliance with GDPR and other relevant legislation, and for the updating of a privacy policy outlining how membership data will be used.
- 25 The organisation shall use membership data solely in relation to its activities, and shall not share data with third parties.

## **Withdrawal from membership**

- 26 Any person who wishes to withdraw from membership must notify the Secretary in writing. His/her membership will cease when this notification is received.

## **Transfer of membership**

- 27 Membership of the organisation may not be transferred to another person.

## **Re-registration of members**

- 28 The Steering Committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days from the date of issue of the notice to provide that confirmation to the Steering Committee.

- 29 If a member fails to provide written confirmation (by e-mail) to the Steering Committee, before the expiry of the 28-day period, that he/she wishes to remain as a member of the organisation, his/her membership will cease.
- 30 A notice under clause 28 will not be valid unless it refers specifically to the consequences of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

- 31 In the event of offensive or disruptive behaviour at a meeting or event held by the organisation, or of conduct which runs counter to the organisation's charitable purposes or otherwise abuses its constitution, the Steering Committee may consider whether or not the member responsible should be expelled from the organisation, using the following procedure.
  - 31.1 The member will be notified that the Steering Committee is considering the termination of his/her membership, and its reasons for doing so.
  - 31.2 This notification will offer the member the opportunity to appear before the Steering Committee to explain his/her actions, or alternatively to submit a written document with the same purpose.
  - 31.3 The meeting at which the member is invited to appear shall take place no less than 21 days after the notification.
  - 31.4 A member in this position shall have the right to be accompanied at the meeting by a person of his/her choice.
  - 31.5 After considering the member's explanation and discussing the case, the Steering Committee may, at its discretion, terminate membership with immediate effect.
- 32 If a Trustee fails to comply with the code of conduct for Trustees, this will result in cessation of his/her Trustee-ship and membership.

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

### **Members' meetings**

- 33 There shall be an annual general meeting (AGM), which all members shall be encouraged to attend.
- 34 The exact date of each AGM shall be determined by the Steering Committee, in accordance with these rules:
  - 34.1 the first AGM will be held within 15 months of the organisation being registered as a SCIO; and
  - 34.2 the gap between one AGM and the next shall never be longer than 15 months.
- 35 The business of each AGM shall include:-
  - 35.1 a report by the Chair on the activities of the organisation during the previous year;
  - 35.2 the Treasurer's presentation of the organisation's accounts for the previous year, for the members' scrutiny and approval;
  - 35.3 the election/re-election of Officers and other Steering Committee members, where necessary;
  - 35.4 considering and reaching a decision on any proposal to alter the level of voluntary subscription fees.
- 36 In addition to the AGM, the Steering Committee may arrange a General Meeting of members (GM) at any time.
- 37 Both the AGM and GMs of the organisation shall take place online.

### **Power to request the Steering Committee to arrange a General Meeting**

- 38 The Steering Committee shall arrange a General Meeting at members' request, providing:
  - 38.1 it receives notice to do so in writing, and signed by 20% or more of the total membership of the organisation at the time (whether in a single document, or in two or more documents in the same terms, each signed by at least one member);
  - 38.2 the notice states the purposes for which the meeting is to be held; and
  - 38.3 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 39 If the Steering Committee receives a notice under clause 38, the date for the meeting which they arrange in accordance with the notice shall not be later than 28 days from the date on which the notice was received.



## Notice of members' meetings

- 40 At least 14 clear days' notice must be given of any AGM or GM.
- 41 The notice calling an AGM or GM must specify in general terms what business is to be dealt with at the meeting; and
  - 41.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 41.2 in the case of any other resolution falling within clause 52 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 42 The reference to 'clear days' in clause 40 shall be taken to mean that, in calculating the period of notice,
  - 42.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 42.2 the day of the meeting itself should also be excluded.
- 43 Notice of every members' meeting must be given to all the members of the organisation, including all the organisation's charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 44 Any notice which requires to be given to a member under this constitution must be sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

## Procedure at members' meetings

- 45 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 46 The quorum for a members' meeting shall be either (a) 8 Ordinary Members or (b) 10% of Ordinary Members in the current membership list, whichever is the greater.
- 47 If a quorum is not present within 20 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.
- 48 The chair of the organisation should act as chairperson of each members' meeting.
- 49 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.

### **Voting at members' meetings**

- 50 Every ordinary member has one vote, which must be given personally.
- 51 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 52.
- 52 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 55):
  - 52.1 a resolution amending the constitution;
  - 52.2 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);
  - 52.3 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);
  - 52.4 a resolution for the winding up or dissolution of the organisation.
- 53 If there is an equal number of votes for and against any resolution for the passing of which only a simple majority of votes is required, the chairperson of the meeting will be entitled to a second (casting) vote.
- 54 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.
  - 54.1 If the vote is by show of hands, the chairperson will declare the result of the ballot at the meeting.
  - 54.2 If the vote is to be by secret ballot, the chairperson will decide how this is to be conducted, and he/she will communicate the result to members as soon as it is known.

### **Written resolutions by members**

- 55 A resolution agreed to by members in writing or by e-mail (by simple or two-thirds majority according to the rules laid out in clauses 51 and 52 above) 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**

- 56 The Steering Committee must ensure that proper minutes are kept in relation to all members' meetings.

- 57 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.

The Steering Committee shall make available copies of the minutes referred to in clause 56 to any member of the public requesting them; but on the basis that the Steering Committee may exclude confidential material to the extent permitted under clause 104.

**STEERING COMMITTEE (BOARD OF TRUSTEES)**

### Composition of the Steering Committee

- 58 The Steering Committee, which is the Board of Trustees for the organisation, shall be comprised of elected Officers and ordinary members as follows.
- 58.1 The Officers shall be:
- 58.1.1 the Chair, who shall chair meetings;
  - 58.1.2 the Secretary, who shall be responsible for maintaining the membership list and taking minutes;
  - 58.1.3 the Treasurer, who shall be responsible for maintaining the organisation's accounts;
- 58.2 Ordinary members up to a maximum of 7 may also be elected or co-opted to the Steering Committee.
- 59 The offices of Chair, Secretary and Treasurer shall not be allowed to fall vacant without immediate replacement (see clause 67 below).
- 60 A person elected to any office will automatically cease to hold that office: -
- 60.1 if he/she ceases to be a charity trustee; or
  - 60.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

### Number of charity trustees

- 61 There shall be no fewer than 3 and no more than 10 charity trustees of the organisation at any one time.

### Eligibility

- 62 A person will not be eligible for election or appointment to the Steering Committee unless he/she is a member of the organisation.
- 63 A person will not be eligible for election or appointment to the Steering Committee if he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

## Initial charity trustees

- 64 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.

## Election, retiral, re-election

- 65 Officers, as listed in clause 58.1, shall be elected by the ordinary members at the first AGM, and as necessary at future AGMs.
- 66 The initial term of any Office shall be three years; this shall be renewable by re-election at an AGM for subsequent three-year terms, for as long as the Officer is willing to serve.
- 67 When any Office falls vacant, whether because an Officer has reached the end of his/her term of office, or for any of the reasons listed under clause 72 ('termination of office') below:
- 67.1 an election will be held to fill the Office at the next AGM;
  - 67.2 the Steering Committee may appoint, from their own number, or from among the ordinary members of the organisation, an interim officer to carry out the duties attached to the Office until the election can take place; this must be done if the office of Chair, Secretary or Treasurer should fall vacant.
- 68 The Steering Committee may at any time appoint any member (unless he/she is ineligible under the terms of clauses 62 and 63) to be a charity trustee.
- 69 Ordinary members, up to a maximum of 7, may occupy non-office-bearing seats on the Steering Committee, after being either appointed by the Steering Committee or elected by members at an AGM.
- 70 The provisions outlined in clause 65 above shall also apply to the non-office-bearing members of the Steering Committee.
- 71 Both Officers and non-office-bearing members of the Steering Committee are Charity Trustees and as Charity Trustees are subject to the rules and duties pertaining to that role, as detailed below.

## Termination of office

- 72 A charity trustee will automatically cease to hold office if: -
- 72.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 72.2 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;
  - 72.3 he/she ceases to be a member of the organisation;

- 72.4 he/she becomes an employee of the organisation;
  - 72.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 72.6 he/she is absent (without good reason, in the opinion of the Steering Committee) from more than three consecutive meetings of the Steering Committee - but only if the Steering Committee resolves to remove him/her from office;
  - 72.7 he/she is removed from office by resolution of the Steering Committee 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 85);
  - 72.8 he/she is removed from office by resolution of the Steering Committee 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
  - 72.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 73 A resolution under paragraph 71.7, 71.8 or 71.9 shall be valid only if: -
- 73.1 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;
  - 73.2 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
  - 73.3 (in the case of a resolution under paragraph 71.7 or 71.8) 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

- 74 The Steering Committee must keep a register of the charity trustees, setting out
- 74.1 for each current charity trustee:
    - 74.1.1 his/her full name and address;
    - 74.1.2 the date on which he/she was appointed as a charity trustee; and
    - 74.1.3 any office held by him/her in the organisation;
  - 74.2 for each former charity trustee - for 6 years from the date on which he/she ceased to be a charity trustee:
    - 74.2.1 the name of the charity trustee;
    - 74.2.2 any office held by him/her in the organisation; and
    - 74.2.3 the date on which he/she ceased to be a charity trustee.

- 75 The Steering Committee must ensure that the register of the charity trustees is updated within 28 days of any change:
- 75.1 which arises from a resolution of the Steering Committee or a resolution passed by the members of the organisation; or
  - 75.2 of which the organisation is notified.
- 76 If any person requests a copy of the register of the charity trustees, the Steering Committee 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 the organisation and the Steering Committee is satisfied that including that information is likely to jeopardise the safety or security of any person or premises, the Steering Committee may provide a copy which omits the addresses.

### **Powers of the Steering Committee**

- 77 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Steering Committee; and the Steering Committee may exercise all the powers of the organisation.
- 78 A meeting of the Steering Committee at which a quorum is present may exercise all powers exercisable by the Steering Committee.
- 79 The members may, by way of a resolution passed in compliance with clause 51 (simple majority) or with clause 52 (requirement for two-thirds majority), direct the Steering Committee to take any particular step or direct the Steering Committee not to take any particular step; and the Steering Committee shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

- 80 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:-
- 80.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 80.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 80.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 80.3.1 put the interests of the organisation before that of the other party;
    - 80.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision

of the other charity trustees with regard to the matter in question;

- 80.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 81 In addition to the duties outlined in clause 80, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
  - 81.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 81.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 82 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 83 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.
- 83 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 his/her duties as a charity trustee.
- 84 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**

- 85 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Steering Committee from time to time.
- 86 The code of conduct referred to in clause 85 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 Steering Committee meetings

- 87 Any charity trustee may call a meeting of the Steering Committee, either through the secretary or independently.
- 88 At least 7 days' notice must be given of each Steering Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### Procedure at Steering Committee meetings

- 89 No valid decisions can be taken at a Steering Committee meeting unless a quorum is present; the quorum for Steering Committee meetings is either (a) one third of the actual number of charity trustees, or (b) three, whichever is the greater.
- 90 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 89, 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.
- 91 The Chair of the organisation should act as chairperson of each Steering Committee meeting.
- 92 If the Chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 93 Every charity trustee has one vote, which must be given personally.
- 94 All decisions at Steering Committee meetings will be made by simple majority vote.
- 95 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.
- 96 The Steering Committee may, at its discretion, allow any person to attend and speak at a Steering Committee meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 97 A charity trustee must not vote at a Steering Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she may speak on the matter and respond to any questions from other Steering Committee members, but must then withdraw from the meeting while it is discussed and voted upon. If the Chair has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation, they should hand over the chairing of this item to another trustee elected from the committee (see clause 92); they may then speak on the matter, but must then withdraw from the meeting while it is discussed and voted upon.



- 98 If the Chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 99 For the purposes of clause 97: -
- 99.1 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;
- 99.2 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.
- 100 Meetings of the Steering committee shall take place online.

## Minutes

- 101 The Steering Committee must ensure that proper minutes are kept in relation to all Steering Committee meetings and meetings of sub-committees.
- 102 The minutes to be kept under clause 100 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 103 The Steering Committee shall (subject to clause 103) make available copies of the minutes referred to in clause 100 to any member of the public requesting them.
- 104 The Steering Committee may exclude from any copy of minutes made available to a member of the public under clause 102 any material which the Steering Committee 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.

## **ADMINISTRATION**

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

- 105 The Steering Committee 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.
- 106 The Steering Committee 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.
- 107 When delegating powers under clause 104 or 105, the Steering Committee must set out appropriate conditions (which must include an obligation to report regularly to the Steering Committee).
- 108 Any delegation of powers under clause 104 or 105 may be revoked or altered by the Steering Committee at any time.
- 109 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Steering Committee.

### **Operation of accounts**

- 110 Subject to clause 108 the signatures of two out of three signatories appointed by the Steering Committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 111 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 109.

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

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

## MISCELLANEOUS

### Winding-up

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

### Alterations to the constitution

- 116 This constitution may (subject to clause 116) be altered by resolution of the members passed at a members' meeting or by way of a written resolution of the members (subject in either case to achieving the two thirds majority referred to in clause 52).
- 117 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### Interpretation

- 118 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
  - 118.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 118.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 118.1 above.
- 119 In this constitution: -
  - 119.1 'charity' means a body which is either a 'Scottish charity' within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a 'charity' within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

119.2 '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.