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**CONSTITUTION**  
**of**  
**THE HYNISH TRUST**

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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 (referred to below as the "SCIO") is "The Hynish Trust".

### **Purposes**

- 4 The SCIO has been formed to benefit principally the community of Tiree which comprises all the postcode units within postcode district PA77 ("the Community") with the following objects:
  - (1) The advancement of community development (including the advancement of rural regeneration) principally within the Community, through a range of initiatives centred on the complex of buildings forming the historic lighthouse shore station at Hynish (Tiree) and any further buildings which may be constructed in the vicinity, which may include any or all of the following:
    - (a) the creation of employment opportunities (including self-employment), through (i) the provision of flexible workspace, for use on favourable terms and (ii) the provision (or assistance in the provision of) training courses in skills which will assist the participants in finding employment or supporting themselves through self-employment;
    - (b) addressing the chronic shortage within the Community of housing at affordable rent levels (i) for key workers and others whose presence on Tiree is required to sustain the local economy and (ii) for people in necessitous circumstances, through the provision of housing for rent on affordable terms;
    - (c) advancing the arts and culture, through the provision of appropriate performance, rehearsal, learning and/or exhibition space for arts and cultural activities; and

- (d) providing recreational facilities available to members of the public at large, with the object of improving their conditions of life;
- (2) The promotion for the public benefit of the preservation (whether wholly or in part) of buildings and other features of historic, pre-historic and/or architectural significance, and in particular the complex of buildings forming the historic lighthouse shore station at Hynish and any other features of historic or pre-historic interest (including structures, sites and artefacts) in the vicinity of those buildings;
- (3) The advancement of education, and in particular with regard to the historic lighthouse shore station at Hynish as well as the Skerryvore lighthouse itself, and other topics relating to the area in which the buildings are located and those living in and around that area.

But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

### **Powers**

- 5 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 In particular (but without limiting the range of powers available under the Scottish Charities Act) the SCIO has power:
  - (a) to register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;
  - (b) to exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;
  - (c) to exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016;
  - (d) to make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request;
  - (e) to make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

### **Restrictions on use of the SCIO's assets**

- 7 The income and property of the SCIO shall be applied solely towards promoting the SCIO's purposes (as set out in clause **Error! Reference source not found.**) and in particular (but

without limiting the generality of that provision) any surplus funds or assets of the SCIO must be applied for the benefit of the Community.

- 8 No part of the income or property of the SCIO may be paid or transferred (directly or indirectly) to the members of the SCIO, whether by way of dividend, bonus or otherwise - either in the course of the SCIO's existence or on dissolution.
- 9 No charity trustee of the SCIO shall be appointed as a paid employee of the SCIO; no charity trustee shall hold any office under the SCIO for which a salary or fee is payable.
- 10 No benefit (whether in money or in kind) shall be given by the SCIO to any charity trustee except:
  - (a) repayment of out-of-pocket expenses; or
  - (b) reasonable payment in return for particular services (outwith the ordinary duties of a charity trustee) actually rendered to the SCIO.
- 11 Notwithstanding the provisions of clauses 8, 9 and 10, the SCIO may make any payment to any individual who is a member or charity trustee of the SCIO, where that payment is made in direct furtherance of the purposes of the SCIO.

### **Liability of members**

- 12 The members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, the members will not be held responsible.
- 13 The members and charity trustees have certain legal duties under the Scottish Charities Act; and clause 12 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**

- 14 The structure of the SCIO consists of:-
  - (a) the MEMBERS - who have the right to participate in the annual general meeting (and any other members' meetings) and have important powers under the constitution; in particular, the members elect people to serve as charity trustees and take decisions on changes to the constitution itself; and
  - (b) the BOARD - who hold regular meetings during the period between annual general meetings, and generally control

and supervise the activities of the SCIO; in particular, the board is responsible for monitoring the financial position of the SCIO.

- 15 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 16 The members of the SCIO shall consist of those individuals who were the members of The Hebridean Trust Limited (incorporated under the Companies Acts with registered number 01653639) immediately before the moment of conversion of that company into the SCIO, and such other individuals as are admitted to membership under clauses 17 to 25.
- 17 Membership shall (subject to clauses 19, 21 and 24) be open to any person aged 16 years or over who:
- (a) is resident in the Community (as defined in clause 4);
  - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
  - (c) supports the purposes of the SCIO.
- 18 An individual, once admitted to membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for membership set out in clause 17.

### **Application for membership**

- 19 Any individual who wishes to become a member must (subject to clause 34) submit an application for membership, either in writing, signed by that individual or by way of an email issued by that individual.
- 20 The SCIO shall (subject to clause 34) supply a form for applying for membership to any individual on request.
- 21 An individual applying for membership shall, if the SCIO so requests, supply such evidence as the SCIO may reasonably request to demonstrate that they fulfil the qualifications set out in paragraphs (a) and (b) of clause 17.
- 22 At the first board meeting which is held after receipt of an application for membership, the board shall review the application (together with any evidence supplied under clause 21) to

- determine whether the applicant fulfils the qualifications for membership set out in clause 17.
- 23 If, on the basis of the review carried out under clause 22, the applicant fulfils the qualifications for membership, the board shall (subject to clause 24) admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application.
- 24 The board do not require to admit an applicant to membership (even if they fulfil the qualifications for membership) if:
- (a) the effect of admitting them would be that the requirement under clause 26 that at least three quarters of the members must be members of the community was no longer met (but see clause 29); or
  - (b) they were expelled from membership under clause 40 at any time in the past.
- 25 For the avoidance of doubt, when deciding whether to admit any individual to membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

#### **Minimum number of members**

- 26 The minimum number of members is 20; and at least three quarters of the members of the SCIO must, at all times, be members of the community.
- 27 The expression "members of the community" in clause 26 shall be taken to be a reference to members who fulfil the qualifications specified in clause 17.
- 28 In the event that either or both of the requirements under clause 26 cease to be met through a reduction in the number of members of the SCIO or a reduction in the proportion of members of the community included within the membership of the SCIO, the board may not conduct any business other than to ensure the admission of sufficient members fulfilling the qualifications specified in clause 17 to ensure that those requirements are met once more.
- 29 For the avoidance of doubt, unless and until the constitution is altered in such a way as to allow for the admission of members who do not fulfil the qualifications specified in clause 17, all members will fulfil the qualifications specified in clause 17 - and accordingly the provisions of paragraph (a) of clause 24, and the provisions of clauses 26 and 28, and the provisions of clauses 27 and 29 (other than as relating to the requirement for a minimum of 20 members) and clause 69, will not have any practical impact.

## **Re-registration**

30 The board may at any time request all members to confirm that they wish to remain in membership of the SCIO.

31 Any request under clause 30 must be issued:

- (a) in hard copy form; or
- (b) (where the member to whom notice is given has notified the SCIO of an email address to be used for the purpose of communications from the SCIO) by way of email;

and must refer to the possible consequences (under clause 32) of failing to confirm, within the period allowed for under clause 32, that the member wishes to remain in membership.

32 If the SCIO does not receive confirmation from any member, within four weeks after the issue to that member of a request under clause 30, that they wish to remain in membership of the SCIO, the board may, by resolution to that effect, expel that individual from membership without any requirement to follow the procedure referred to in clause 40.

33 Subject to clause 34, any confirmation under clauses 30 to 32 must be:

- (a) in writing, signed by the relevant individual; or
- (b) by way of email issued by the relevant individual.

## **Arrangements involving the SCIO's website**

34 The board may, if they consider appropriate, introduce arrangements under which an individual can apply for membership and/or an individual may confirm that they wish to remain a member by accessing the SCIO's website (and, where applicable, links from the SCIO's website), and completing and submitting forms electronically.

35 The board shall ensure that any arrangements introduced under clause 34 incorporate appropriate security measures and reserve the right for the SCIO to request signed hard copy documentation and/or evidence of eligibility in any case where the board consider that to be appropriate.

## **Register of members**

36 The board must keep a register of members, setting out

- (a) for each current member:

- (i) their full name and address;
  - (ii) the date on which they were registered as a member of the SCIO; and
  - (iii) the category of membership into which they fall;
- (b) for each former member - for at least six years from the date on they ceased to be a member:
- (i) their name; and
  - (ii) the date on which they ceased to be a member.
- 37 The board must ensure that the register of members is updated within 28 days of any change:
- (a) which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - (b) which is notified to the SCIO.
- 38 If a member or charity trustee of the SCIO requests a copy of the register of members, 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 member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

### **Withdrawal from membership**

- 39 Any individual who wants to withdraw from membership shall give the SCIO notice to that effect, either in writing, signed by that individual, or by way of an email issued by that individual; on receipt by the SCIO of that notice, the individual shall cease to be a member.

### **Expulsion from membership**

- 40 Any individual 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:
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - (b) the member concerned shall be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

## **Termination/transfer**

- 41 Membership shall cease on death.
- 42 A member may not transfer their membership to any other individual or organisation.

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

### **Members' meetings**

- 43 The board must arrange 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 conversion of The Hebridean Trust Limited (incorporated under the Companies Acts with registered number 01653639) into the SCIO occurred; but the first AGM must still be held within 15 months of the date on which conversion of that company into the SCIO occurred.
- 46 The business of each AGM must include:
  - (a) a report by the chair on the activities of the SCIO;
  - (b) consideration of the annual accounts of the SCIO;
  - (c) the election/re-election of Member Trustees, as referred to in clauses 95 to 100.
- 47 Subject to clauses 43, 45, 48 and 49, the board may convene a special members' meeting at any time.

### **Power to request the board to arrange a special members' meeting**

- 48 The board must arrange 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) by members who amount to 5% or more of the total membership of the SCIO at the time, providing:
  - (a) the notice states the purposes for which the meeting is to be held; and
  - (b) those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act or any other statutory provision.

- 49 If the board receive a notice under clause 48, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

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

- 51 The reference to "clear days" in clause 50 shall be taken to mean that, in calculating the period of notice,

- (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
- (b) the day of the meeting itself should also be excluded.

- 52 A notice calling a members' meeting must specify the time of the meeting, and (subject to clause 54) the place where the meeting is to be held; and

- (a) it shall indicate the general nature of the business to be dealt with at the meeting; and
- (b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- (c) in the case of any other resolution falling within clause 60 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 53 If members and charity trustees are to be permitted to participate in the meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) shall:

- (a) set out details of how to connect and participate via that link or links; and
- (b) for the benefit of those members who may have difficulty in using a computer or laptop for this purpose, draw members' attention to the following options: (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements), (ii) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting (iv) submitting questions and/or comments in advance of the meeting.

- 54 If participation in the meeting is to be solely by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in one place - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.
- 55 Where a members' meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 56) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
- 56 Where clause 55 applies, the chairperson of a members' meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
- 57 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 58 Notice of every members' meeting shall be given to all the members and charity trustees, and (if auditors are in office at the time) to the auditors:
- (a) in hard copy form; or
  - (b) (where the individual to whom notice is given has notified the SCIO of an email address to be used for the purpose of communications from the SCIO) by way of email.

### **Resolutions at members' meetings**

- 59 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 60.
- 60 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, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with clauses 50 to 58:
- (a) a resolution amending the constitution;
  - (b) a resolution expelling an individual from membership under clause 40;

- (c) a resolution under clause 113 directing the board to take any particular step (or directing the board not to take any particular step);
- (d) a resolution under clause 151 to suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of clauses 147 to 150 (bar on voting where charity trustee has a conflict of interest).
- (e) a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- (f) a resolution to the effect that all of the SCIO'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);
- (g) a resolution for the winding up or dissolution of the SCIO.

61 Amendments to the purposes of the SCIO (as set out in clause 4) will require the prior consent of OSCR; and OSCR's prior consent is also required in relation to any change of name.

62 The SCIO must notify OSCR of any alterations which are made to the constitution.

63 If:

- (a) the SCIO is a community body (within the meaning of section 34 of the Land Reform (Scotland) Act 2003) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or
- (b) the SCIO is a Part 3A community body (within the meaning of section 97D of the Land Reform (Scotland) Act 2003 or Part 5 community body (within the meaning of section 49 of the Land Reform (Scotland) Act 2016) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,

the SCIO must give written notice to the Scottish Ministers of any amendments to the constitution of the SCIO as soon as possible after such amendments take effect; and that requirement shall also apply in the context of any application to Scottish Ministers (where a determination has not yet been made by Scottish Ministers) under any of the legislation referred to above, if amendments are made to the version of the constitution which

was previously submitted to Scottish Ministers in connection with that application.

### **Procedure at members' meetings**

- 64 The board may, if they consider appropriate (and must, if that is required under clause 65) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and charity trustees can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the members - a barrier to participation;
  - (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 53; and
  - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and 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 members and charity trustees (if any) who are attending in person (and vice versa).
- 65 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and charity trustees to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 64 will apply.
- 66 A members' meeting may involve two or more members or charity trustees participating via attendance in person while other members and/or charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 67 References in clause 53 and clauses 64 to 66 to members should be taken to include proxies for members.
- 68 No business shall be dealt with at any members' meeting unless a quorum is present; the quorum for a members' meeting shall (subject to clause 69) be:
- (a) 15 members; or

- (b) (if this is a higher number than (a)) 10% (rounded upwards, if necessary, to the nearest whole number) of the total number of members comprised in the membership of the SCIO at the time;

in each case, either present in person (subject to clause 70) or represented by proxy.

- 69 A quorum shall not be deemed to be present at any members' meeting unless the members fulfilling the qualifications under clause 17 present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting (but see clause 29).
- 70 An individual participating in a members' meeting (whether as a member, as a proxy for a member, as a charity trustee, or as the chairperson of the meeting) via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting shall be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
- 71 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time, and (subject to clause 74) place, as may be fixed by the chairperson of the meeting.
- 72 The chair of the SCIO shall (if present and willing to act as chairperson) preside as chairperson of each members' meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the charity trustees present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 73 The chairperson of a members' meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to clause 74) place as the chairperson may determine.
- 74 Clause 54 shall apply in relation to the requirement under clause 73 for the chairperson to specify the place of an adjourned meeting.
- 75 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 76 Where a member, or a proxy for a member, is participating in a meeting via audio or an 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 - and providing the board have no

reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.

77 Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):

(a) shall lodge with the SCIO, at the SCIO's principal office, a written instrument of proxy (in such form as the board require), signed by that member; or

(b) shall send by email to the SCIO, at the email address notified to the members by the SCIO for that purpose, an instrument of proxy (in such form as the board require);

providing (in either case), the instrument of proxy is received by the SCIO at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

78 An instrument of proxy which does not conform with the provisions of clause 77, or which is not lodged or sent in accordance with such provisions, shall be invalid.

79 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

80 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the SCIO.

81 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the SCIO at the SCIO's principal office (or, where sent by email, was received by the SCIO at the address notified by the SCIO to the members for the purpose of email communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

82 If there are an equal number of votes for and against any resolution proposed at a members' meeting, the chairperson of the meeting shall not be entitled to a casting vote.

83 A resolution put to the vote at a members' meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons participating in the meeting and entitled to vote, whether as members or as proxies for members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 84 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct.
- 85 Where a member, or a proxy for a member, is participating in a meeting via an audio or audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in clause 76, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
- 86 The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.
- 87 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting (and the manner in which the members' meeting is conducted) are consistent with those requirements:
- (a) a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
  - (b) the members' meeting need not be held in any particular place;
  - (c) the members' meeting may be held without any number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
  - (d) the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
  - (e) a member will be able to exercise the right to vote at a members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

## **BOARD**

### **Categories of charity trustee**

- 88 In this constitution:

- (a) "Member Trustee" means a charity trustee (drawn from the membership of the SCIO) elected/appointed under clauses 95 to 100;
- (b) "Co-opted Trustee" means a charity trustee appointed by the board under clauses 101 and 102.

### **Maximum/minimum number of charity trustees**

- 89 The maximum number of charity trustees shall be seven; out of that number, no more than five shall be Member Trustees and no more than two shall be Co-opted Trustees.
- 90 At any given time, charity trustees who are also members who fulfil the qualifications under clause 17 must form a majority of the total number of charity trustees in office.
- 91 The minimum number of charity trustees shall be five, of whom a majority must be Member Trustees.

### **Eligibility**

- 92 A person shall not be eligible for election/appointment as a Member Trustee unless they are a member of the SCIO; a person appointed as a Co-opted Trustee need not, however, be a member of the SCIO.
- 93 A person shall not be eligible for election or appointment as a charity trustee if they are:
  - (a) disqualified from being a charity trustee under the Scottish Charities Act; or
  - (b) an employee of the SCIO.

### **Initial charity trustees**

- 94 The individuals who signed the charity trustee declaration forms which accompanied the application for conversion of The Hebridean Trust Limited (incorporated under the Companies Acts with registered number 01653639) into the SCIO shall be deemed to have been appointed by the members as charity trustees (if they fulfil the qualifications under clause 17, within the category of "Member Trustees"; and if they do not fulfil those qualifications, within the category of "Co-opted Trustees") with effect from the date of conversion of that company into the SCIO.

### **Election, retiral, re-election: Member Trustees**

- 95 At each AGM, the members may (subject to clauses 89 and 93) elect any member (providing they are willing to act) to be a charity trustee (a "Member Trustee").

- 96 The board may (subject to clauses 89 and 93) at any time appoint any member (providing they are willing to act) to be a charity trustee (a "Member Trustee").
- 97 At the first AGM of the SCIO, one third of the Member Trustees shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 98 At each AGM (other than the first):
- (a) any Member Trustee appointed under clause 96 during the period since the preceding AGM shall retire from office;
  - (b) out of the remaining Member Trustees, one third (to the nearest round number) shall retire from office.
- 99 The charity trustees to retire under paragraph (b) of clause 98 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 100 A charity trustee who retires from office under clause 97 or 98 shall be eligible for re-election.

#### **Appointment/re-appointment: Co-opted Trustees**

- 101 In addition to their powers under clause 96, the board may (subject to clauses 89, 90 and 93) at any time appoint any individual (providing they are willing to act) to be a charity trustee (a "Co-opted Trustee") on the basis that:
- (a) they have been nominated by a body with which the SCIO has close contact in the course of its activities or
  - (b) they have specialist experience and/or skills which could be of assistance to the board; or
  - (c) they are in a position to bring an additional perspective (eg a young person's perspective) to the work of the board.
- 102 At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office – but shall then (subject to clauses 89, 90 and 93) be eligible for re-appointment under clause 100.

#### **Termination of office**

- 103 A charity trustee will automatically cease to hold office if:
- (a) they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Scottish Charities Act);

- (b) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
  - (c) (in the case of a Member Trustee) they cease to be a member;
  - (d) they become an employee of the SCIO;
  - (e) they resign office by notice to the SCIO (either in writing or by email);
  - (f) they are absent (without the permission of the board) from more than three consecutive board meetings, and the board resolve to remove them from office;
  - (g) 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;
  - (h) 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 154); or
  - (i) they are removed from office by a resolution of the members passed at a members' meeting.
- 104 A resolution under paragraph (g), (h) or (i) of clause 103 shall be valid only if:
- (a) the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - (b) 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
  - (c) (in the case of a resolution under paragraph (g) or (h)) 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**

- 105 The board must keep a register of charity trustees, setting out:
- (a) for each current charity trustee:
    - (i) their full name and address;

- (ii) the date on which they were appointed as a charity trustee; and
    - (iii) any office held by them in the SCIO;
  - (b) for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
    - (i) the name of the charity trustee;
    - (ii) any office held by them in the SCIO; and
    - (iii) the date on which they ceased to be a charity trustee.
- 106 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- (a) which arises from a resolution of the board or a resolution passed by the members of the SCIO; or
  - (b) which is notified to the SCIO.
- 107 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 SCIO, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

- 108 The charity trustees must elect (from among themselves) a chair and such other office-bearers (if any) as they consider appropriate.
- 109 All of the office-bearers will cease to hold office at the conclusion of the second annual general meeting which follows the date on which they were appointed (or, as the case may be, were last re-appointed), but shall then be eligible for re-election.
- 110 A person elected to any office shall cease to hold that office if they cease to be a charity trustee of if they resign from that office by written notice to that effect.

### **Powers of board**

- 111 Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the SCIO.
- 112 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

- 113 The members may, by way of a resolution passed in compliance with clause 60 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

### **Conflicts of interest involving charity trustees - general**

- 114 The board shall 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 in that regard:
- (a) clauses 117 to 122 require charity trustees to declare any personal interest which they (or an individual or body connected with them) may have in any transaction or arrangement with the SCIO;
  - (b) clause 147 prohibits a charity trustee with a personal interest of this nature from voting on the question of whether the SCIO should enter into that arrangement;
  - (c) clauses 123 to 125 (reflecting similar provisions contained in the Scottish Charities Act) set out restrictions and conditions which would apply to 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).
- 115 In addition to complying with the clauses referred to in clause 114:
- (a) the board shall maintain a register of charity trustees' interests, identifying all directorships or other similar positions with other organisations held by each charity trustee from time to time;
  - (b) every individual, on becoming a charity trustee, shall be required to declare any matters which ought to be entered against their name in the register of charity trustees' interests;
  - (c) every charity trustee shall notify the board promptly of any change which should be made to the matters entered against their name in the register of charity trustees' interests;
  - (d) the chairperson of each board meeting shall, shortly after the commencement of the meeting, ask the charity trustees participating in the meeting to declare any personal interest which they (or an individual or body connected with them) may have in the matters to be discussed at that meeting

(except to the extent that that is evident from entries in the register of charity trustees' interests);

- (e) the minutes of each board meeting shall identify any conflicts of interest which have been declared at the meeting, and shall record in detail how any such conflicts of interest have been managed.

116 The code of conduct for charity trustees (as referred to in clause 154) shall include rules on conflict of interest which shall define in greater detail, and supplement, the requirements set out (or referred to) in clauses 114 and 115.

### **Conflicts of interest relating to transactions/arrangements with the SCIO**

117 A charity trustee who has a personal interest (directly or indirectly) in any transaction or other arrangement which the SCIO is proposing to enter into, must declare that interest (including details of the nature and extent of the charity trustee's interest) at a board meeting.

118 Any declaration under clause 117 must be made before the discussion at the board meeting on the question of whether the transaction or other arrangement should be entered into.

119 A charity trustee who has a personal interest in any transaction or other arrangement which the SCIO is proposing to enter into will be debarred under clause 147 (unless the special circumstances outlined in clause 149 apply) from voting on the question of whether or not the SCIO should enter into that arrangement.

120 Where a transaction or arrangement has already been entered into by the SCIO and a charity trustee has a personal interest in that arrangement, that charity trustee must (unless they declared their interest in advance of the SCIO entering into the arrangement, in accordance with clauses 117 and 118) declare the nature and extent of their interest at a board meeting or by way of a notice to the charity trustees.

121 For the purposes of clauses 117 and 120, a charity trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that arrangement.

122 Provided

- (a) the charity trustee has declared their interest;

- (b) they have not voted on the question of whether or not the SCIO should enter into the relevant arrangement; and
- (c) the requirements of clauses 123, 124 and 147 are complied with,

a charity trustee will not be debarred from entering into an arrangement with the SCIO in which they have a personal interest (or are deemed to have a personal interest under clause 121) and may retain any personal benefit which they gain from their participation in that arrangement.

### **Remuneration and expenses**

- 123 No charity trustee may serve as an employee (full time or part time) of the SCIO, and no charity trustee may be given any remuneration by the SCIO for carrying out their ordinary duties as a charity trustee.
- 124 Where a charity trustee provides services to the SCIO or might benefit from any remuneration paid to a connected party for such services, then:
  - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - (b) the board must be satisfied that it would be in the interests of the SCIO to enter into the arrangement (taking account of that maximum amount); and
  - (c) less than half of the charity trustees must be receiving remuneration from the SCIO (or benefit from remuneration of that nature).
- 125 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at board meetings, members' meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### **Procedure at board meetings**

- 126 Any charity trustee may call a board meeting or request the secretary to call a board meeting.
- 127 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.

- 128 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:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
  - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
- 129 Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to clause 130) have a casting vote.
- 130 A chairperson who is not a member who fulfils the qualifications under clause 17 shall not be entitled to a casting vote (but see clause 131).
- 131 For the avoidance of doubt, unless and until the constitution is altered in such a way as to allow members who do not fulfil the qualifications under clause 17 to be Member Trustees, a chairperson who is a Member Trustee will have a casting vote.
- 132 No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall (subject to clause 133) be as follows:
- (a) if there are up to five charity trustees in office at the time, the quorum shall be three;
  - (b) if there are six or seven charity trustees in office at the time, the quorum shall be four.
- 133 A quorum shall not be deemed to be constituted at any board meeting unless the Member Trustees who are also members who fulfil the qualifications under clause 17 form a majority of the total number of charity trustees present at the meeting.
- 134 For the avoidance of doubt, unless and until the constitution is altered in such a way as to allow members who do not fulfil the qualifications under clause 17 to be Member Trustees, all Member Trustees should be counted in determining whether the requirement under clause 132 is met.

- 135 An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a charity trustee, will be deemed to be in attendance) at the meeting.
- 136 If at any time the number of charity trustees in office falls below the number fixed as the quorum or ceases to comply with the provisions of clause 133, the remaining charity trustee(s) may act only for the purpose of filling vacancies or of calling a members' meeting.
- 137 The board may if they consider appropriate (and must, if this is required under clause 138), 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:
- (a) the means by which charity trustees can participate in this manner 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
  - (b) 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).
- 138 If restrictions arising from public health legislation, directions 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); and on the basis that:
- (a) the requirements set out in paragraphs (a) and (b) of clause 137 will apply; and
  - (b) 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.
- 139 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.

- 140 Where a charity trustee is participating in a board meeting via audio or an 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.
- 141 The principles set out in clause 87 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that clause to a member were a reference to a charity trustee and each reference in that clause to a members' meeting were a reference to a board meeting.
- 142 A resolution agreed to in writing (or by e-mail) by a majority of the charity trustees then in office shall (subject to clauses 143 and 144) be as valid as if duly passed at a board meeting.
- 143 A resolution under clause 142 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 144.
- 144 If a resolution is circulated to the charity trustees under clause 143, 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:
- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
  - (b) the resolution cannot be treated as valid under clause 142 unless and until that board meeting has taken place;
  - (c) 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 e-mail) by a majority of the charity trustees then in office.
- 145 Unless they are unwilling to do so, the chair of the SCIO shall preside as chairperson at every board meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the charity trustees present shall elect from among themselves the person who will act as chairperson of the meeting.
- 146 The charity trustees may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in

- person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.
- 147 A charity trustee shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that charity trustee has a personal interest which conflicts (or may conflict) with the interests of the SCIO; and they must withdraw from the meeting while an item of that nature is being dealt with.
- 148 For the purposes of clause 147, a person shall (subject to clause 149) be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that matter.
- 149 Where a subsidiary of the SCIO has an interest in a particular matter which is to be considered by the board, a charity trustee of the SCIO 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).
- 150 A charity trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 151 The members of the SCIO may, by way of a resolution passed by a two-thirds majority vote in accordance with clause 60, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of clauses 147 to 150.

### **Conduct of charity trustees**

- 152 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:
- (a) seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes (as set out in clause 4);
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - (c) in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:

- (i) put the interests of the SCIO before that of the other party;
    - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - (d) ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.
- 153 In addition to the duties outlined in clause 152, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - (b) that any charity trustee who has been in serious or persistent breach of those duties is removed as a charity trustee.
- 154 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; for the avoidance of doubt, the code of conduct 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 the 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.

## **ADMINISTRATION**

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

- 155 The board may delegate any of their powers to any sub-committee consisting of one or more charity trustees and such other persons (if any) as the board may determine; they may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
- 156 Any delegation of powers under clause 155 may be made subject to such conditions as the board may impose and may be revoked or altered.
- 157 The rules of procedure for any sub-committee shall (subject to clause 158) be as prescribed by the board.

- 158 Where the board fail to prescribe rules of procedure for any sub-committee, the provisions of this constitution governing meetings of the board will apply in relation to meetings of the sub-committee; and the same principle will apply where any rules which are so prescribed do not extend to all matters regulated by the provisions of this constitution governing meetings of the board.
- 159 The minutes of each meeting of a sub-committee must be circulated among the charity trustees within a reasonable period after the meeting is held.

### **Operation of bank accounts**

- 160 The board shall adopt such systems of financial control relating to the operation of bank accounts (including online banking) as are recommended from time to time by the SCIO's auditors or independent examiners or other external accountants.

### **Secretary**

- 161 The board shall appoint a secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the secretary, and the conditions of appointment, shall be as determined by the board; the secretary may be removed by the board at any time.

### **Minutes**

- 162 The board shall ensure that minutes are made of all proceedings at members' meetings, board meetings and meetings of sub-committees; a minute of any meeting shall include the names of those participating in the meeting, and (as far as possible) shall be signed by the chairperson of the meeting.
- 163 Any person may request a copy of the minutes of any meeting of the SCIO (whether a members' meeting or a board meeting) and, provided that the request is reasonable, the SCIO must (subject to clause 164) provide a copy of the minutes to that person within 28 days of the request.
- 164 Where a request for a copy of minutes is made under clause 163, the SCIO may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

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

- 165 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 166 The accounting records shall be overseen by the chair, or otherwise by, or as determined by, the board; such records shall

- be kept at such place or places as the board think fit and shall always be available for inspection by the board.
- 167 The board must prepare annual accounts, complying with all relevant statutory requirements.
- 168 Subject to clause 169, the board shall ensure that an audit of the annual accounts is carried out by an auditor.
- 169 Notwithstanding the provisions of clause 168, an audit by an auditor shall not be required, in a case where the SCIO is exempt (under the relevant legislation) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the SCIO's accounts are made in a manner which satisfies the requirements of the Scottish Charities Act.
- 170 No member shall (unless they are a charity trustee) have any right of inspecting any accounting or other records, or any document of the SCIO, except as conferred by statute or authorised by a resolution passed at a meeting of the members of the SCIO.

## **Notices**

- 171 Any notice, notification or request which requires to be given to a member under this constitution shall be given either in writing or by email; the notice, notification or request may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by that member to the SCIO or (in the case of a member who has notified the SCIO of an address to be used for the purpose of email communications) may be given to the member by way of email.
- 172 Any application, nomination, confirmation, notice or notification to the SCIO under this constitution (where it is sent by email) must be sent to the email address used by the SCIO for communications of that nature, as intimated by the SCIO from time to time.
- 173 Any notice or other document sent by post shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice or other document was given, it shall be sufficient to prove that the envelope containing it was properly addressed and posted.
- 174 Any notice or other document sent by email shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice or other document sent by email was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance (in the context of good practice for companies) issued from time to time by the Chartered Institute of Secretaries and Administrators.

## **MISCELLANEOUS**

### **Winding-up**

- 175 If the SCIO 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 and the regulations issued in pursuance of that Act – including, where applicable, the requirement for a resolution passed by at least two-thirds of the members voting at a members’ meeting or otherwise than at a members’ meeting of the SCIO (including those voting by proxy).
- 176 Any surplus assets (including any land acquired by the SCIO under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) Act 2016 and any land or rights in relation to land acquired by the SCIO as a result of an asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015) available to the SCIO immediately preceding its winding up or dissolution must be applied for the benefit of the Community to be used for purposes which are the same as - or which closely resemble - the purposes of the SCIO as set out in this constitution.

### **Interpretation**

- 177 In this constitution, unless the context requires otherwise:
- (a) "charity" means a body which is entered in the Scottish Charity Register;
  - (b) "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;
  - (c) "OSCR" means the Office of the Scottish Charity Regulator;
  - (d) "property" means any property or other asset (which may include rights or interests in land and intellectual property);
  - (e) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;
  - (f) "subsidiary" has the meaning given in section 1159 of the Companies Act 2006;
  - (g) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.

- 178 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.