

CONSTITUTION

of

**The Scottish College
(Congregational and United Reformed)
A Scottish Charitable Incorporated Organisation**

Registered 12 08 2021

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GENERAL

Type of organisation

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

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 Scottish College (Congregational and United Reformed) SCIO, abbreviated in this constitution, where convenient, to 'the College'.

Purposes

4. The organisation's purposes are:
 - a) the education and training of adults for Christian ministry, primarily within the Congregational and United Reformed Churches in Scotland;

 - b) the advancement of education among, and the training of, church members and others connected to the churches mentioned in paragraph 4 a) or belonging to any other organisation which may wish to make use of such opportunities;

 - c) the advancement of the Christian religion through publication of materials and promoting public debate aimed at deepening understanding of the Christian faith;

Powers

5. The College has the power to do anything which is calculated to further the above purposes or is conducive or incidental to doing so.

6. The income and property of the organisation shall be applied solely towards promoting its purposes.

7. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the Members or Trustees either in the course of its existence or on dissolution except where this is done in direct furtherance of its charitable purposes.

Liability of members and Charity Trustees

8. The Charity Trustees of the College have no liability to pay any sums to help to meet its debts (or other liabilities) if it is wound up. Accordingly, if the College is unable to meet its debts, the Trustees and 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; therefore clause 8 does not exclude or limit any personal liabilities they might incur were they to be in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

10. The organisational structure of the College consists of:

a) the MEMBERS - who have the right to attend members' meetings (including the Annual General Meeting and any Extraordinary General Meeting) and direct policies and activities under the constitution; in particular the members elect people to serve on the Board of Trustees, and take decisions on changes to the constitution itself;

b) the BOARD OF TRUSTEES - who hold regular meetings and generally manage the activities of the College ; the Board of Trustees is responsible for monitoring and controlling the College's financial position.

11. Those serving on the Board of Trustees are referred to in this constitution as Charity Trustees. Charity Trustees shall not be appointed as paid employees of the College nor shall they hold any office under the College for which a salary or fee is payable.

12. No benefit (whether in money or in kind) shall be given by the College to any Charity Trustee except as (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to it.

CATEGORIES AND COMPOSITION OF MEMBERSHIP

13. At the point of Registration as a Scottish Charitable Incorporated Organisation, the Membership of the College will consist of all congregations in Scotland belonging to the United Reformed Church (the 'Founding Members'). Thereafter, there shall be two categories of Membership: Full Membership (with voting rights) and Associate Members (without voting rights). Each 'Founding Member' shall remain a Member of the College until such time as that Member either withdraws from membership (in accordance with clauses 27 and 29 of this constitution) or is expelled from membership (in accordance with clause 28 of this constitution).

14. Full Membership of the College shall be open to congregations of both the United Reformed Church in Scotland and the Congregational Federation in Scotland. Full Membership shall also be open to any congregation of any Christian denomination with which the College may conclude a Learning Agreement.

Each such member congregation shall appoint **one** person to exercise voting rights on its behalf. The name of that person shall be communicated to the College Secretary, who shall keep a record of all such names, with contact details, in accordance with data protection requirements.

15. Associate Membership shall be open to any person, organisation or group who wishes to support the aims and activities of the College. Associate Members shall have the right to attend members' meetings, but they shall not have the right to vote. The Trustees may also award the status of 'Life Associate Member' to College Alumni and to others felt to be deserving of such recognition.

Application for membership

16. Any congregation wishing to become a Member under clause 14 shall send a written application for membership to the College Secretary, signed by the appropriate office bearers of that congregation.

17. Any individual wishing to become an Associate Member under clause 15 shall send a written application for Associate Membership to the College Secretary.

18. If an annual membership subscription is in force at the time, an application for membership must be accompanied by a remittance to meet the annual membership subscription applicable to the category of membership for which the applicant is applying.

19. The Charity Trustees:

a) may introduce arrangements under which a membership application can be submitted electronically.

b) may, at their discretion, refuse to admit to membership any individual, organisation or group.

20. The Charity Trustees shall consider each application for membership at the first Charity Trustees' meeting which is held after receipt of the application; the Charity Trustees shall, within a reasonable time after the meeting:

a) notify the applicant of their decision on the application; and

b) if the decision was to refuse admission, provide a reason for such a refusal and return to the applicant any remittance lodged by the applicant under clause 18.

Membership subscription

21. The amount of any annual membership subscription shall be determined at each annual general meeting. It may be set in such a way that a different level of subscription applies to different categories of Full Member and Associate Member (such categories, if any, being defined by the resolution fixing the amount of the membership subscription).

22. The annual membership subscription falls due on the first day of January each year. This may be varied from time to time by way of an ordinary resolution passed at an annual general meeting.

23. If the membership subscription payable by any individual, organisation or group remains outstanding more than six weeks after the date on which it fell due (and providing the member has been given at least one written reminder) the Charity Trustees may, by resolution to that effect, expel the member from the category of membership where the subscription has not been paid.

24. An individual, organisation or group ceasing (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

25. The Charity Trustees shall:

a) maintain a register both of Full Members and their nominated representatives, and of Associate Members and, where applicable, their nominated representatives, setting out their names, addresses and electronic contact details, the date on which the member was admitted to each category of membership and the date on which any individual, organisation or group left each category of membership. The register entry for former members will be maintained for at least six years from the date their membership ceased;

b) ensure that the register of members is updated within 28 days of any change in status or details.

26. The Charity Trustees must ensure that a copy of the register of members is supplied to any member or Charity Trustee within 28 days of such a request being received providing the request is reasonable. The Charity Trustees may delete members' addresses, telephone numbers and email details from any copy supplied to a member.

Withdrawal

27. Any individual, organisation or body wishing to withdraw from membership shall sign (in the case of a corporate group, through an appropriate officer) and lodge with the College Secretary, a written notice to that effect; on receipt of the notice by the College Secretary, the individual, organisation or group shall cease to be a member.

Expulsion

28. Any individual, organisation or group may be expelled from membership by special resolution or written resolution under clauses 42 to 45, 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 via its duly authorised representative shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed or be given equal access to communication to all members if a written resolution is proposed.

Termination and transfer

29. Full Membership of the College shall cease:

a) when written notice of withdrawal of membership is received, as in clause 27;

b) when a congregation ceases to belong to a denomination recognised within clause 13 of this Constitution.

30. Membership is not transferable in either its Full or Associate form.

DECISION-MAKING BY MEMBERS

Members' meetings

31. The Charity Trustees must convene a meeting of members (an Annual General Meeting or "AGM") in each calendar year. Such a meeting may be physical or via video conference or a mixture of both.

32. Not more than 15 months shall elapse between one AGM and the next and no more than 27 months between three consecutive AGMs.

33. The business of each AGM shall include:

- a) a report by the Officers and the Principal on the activities of the College
- b) consideration of the annual accounts of the College
- c) the election of Charity Trustees, as referred to in clauses 63 to 70
- d) the appointment of auditors or independent examiners.
- e) such other business as shall be deemed appropriate by the Trustees, notice of which shall be communicated to Members at least two weeks in advance of the meeting

34. The Charity Trustees may convene an extraordinary general meeting of members (an “EGM”) at any time.

35. The Charity Trustees must convene an EGM if they are requested to do so by a notice sent by three or more Full Members (which may take the form of three or more documents in the same terms) signed by the appropriate Officers of those Members 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 Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

36. If the Charity Trustees receive a notice under clause 35, the date for the meeting which they convene in accordance with that notice must not be later than 42 days from the date on which they received the notice.

Notice of members’ meetings

37. At least 14 clear days’ notice must be given of an Annual General Meeting or Extraordinary General Meeting.

38. The reference to “clear days” in clause 37 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

39. A notice calling a meeting shall specify the time and place of the meeting, or in the case of a meeting held by electronic means, the details of how such a meeting may be accessed. The notice shall:

- a) specify whether the meeting is to be an AGM or an EGM;
- b) indicate the general nature of the business to be dealt with at the meeting; and
- c) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).

40. Notice of every Members' Meeting shall be given to all the members of the College and to all the Charity Trustees, but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting. This clause is subject to notice having been published on the College website and no more than 5% of members having been accidentally omitted.

41. Any notice which requires to be given to a member under this constitution must be:

- a) sent by post to the member, at the address last intimated by the member to the College; or
- b) sent by e-mail to the member, at the e-mail address last intimated by the member to the College.

Special Resolutions, Written Resolutions and Ordinary Resolutions

42. The following resolutions, put to Members' Meetings called in accordance with clauses 37 to 41, must be treated as "Special Resolutions" under clause 43:

- a) a resolution amending the constitution in terms of clause 112;
- b) a resolution approving the amalgamation of the College with another organisation, body or SCIO (or approving the constitution of a new SCIO to be constituted as the successor pursuant to that amalgamation);
- c) a resolution for the winding up or dissolution of the College in terms of clauses 108 to 111;
- d) a resolution to the effect that all of the College's property, rights and liabilities should be transferred to another organisation, group or SCIO in terms of clause 109; and
- e) a resolution for the expulsion of a member in terms of clause 28.

They may also be treated as "Written Resolutions" under clause 44.

43. Special Resolutions may only be agreed if passed by 75% or more of the votes cast on the resolution at an AGM or EGM where, for the avoidance of doubt, the reference to 75% relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

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

45. All other Resolutions put to members' meetings in accordance with clauses 37 to 41 are "Ordinary Resolutions" which are passed by a majority vote (taking account only of those votes cast in favour as compared with those votes against) at an AGM or EGM.

Procedure at general meetings

46. No business shall be dealt with at any General Meeting unless a quorum is present; subject to clause 47, the quorum for a General Meeting shall be that number of individuals entitled to vote (each being the representative of a Full Member or the proxy for the representative of a Full Member) which is equal to 25% (rounded down to the nearest round number) of the total number of Full Members at the time.

47. For the avoidance of doubt, Associate Members shall not be counted in determining whether a quorum is present.

48. If a quorum is not present within 15 minutes after the time at which a general 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 place as may be fixed by the chairperson of the meeting.

49. The Chairperson of the Trustees shall (if present and willing to act as chairperson) preside as chairperson of each General Meeting; if the Chairperson is not present and willing to act in this capacity 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.

50. The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.

51. Every Full Member shall have one vote, which (whether on a show of hands, electronic voting if held via video conferencing or on a secret ballot) may be given either personally or by proxy.

52. Associate Members shall be entitled to attend and speak at general meetings, but shall not be entitled to vote.

53. Any authorised representative of a Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):

a) shall lodge with the College Secretary a written instrument of proxy (in such form as the Charity Trustees require), signed by them; or

b) shall send by electronic means to the organisation, at such electronic address as may have been notified to the members by the organisation for that purpose, an instrument of proxy (in such form as the Charity Trustees require) providing (in either case), the instrument of proxy is received by the organisation at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

54. An instrument of proxy which does not conform with the provisions of clause 53, or which is not lodged or sent in accordance with such provisions, shall be invalid.

55. A Full Member shall not be entitled to appoint more than one proxy to attend on the same occasion.

56. A proxy appointed to attend and vote at any meeting instead of the previously nominated representative of a Full Member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the organisation.

57. If there are an equal number of votes cast for and against an ordinary resolution or exactly 75% of the votes cast are in favour of a special resolution, the chairperson of the meeting shall be entitled to a casting vote.

58. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Full Members or proxies for Full 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.

59. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Minutes of general meetings

60. The Charity Trustees must ensure that proper minutes are kept in relation to all Members' Meetings.

61. Minutes of Members' Meetings should be signed by the chairperson of the meeting.

62. The Charity Trustees shall make available copies of the minutes referred to in clause 60 to any member of the public requesting them but they may exclude any material which the Board of Trustees considers ought properly to be kept confidential on the grounds that allowing access to such material could cause significant prejudice to the interests of the College or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

BOARD OF TRUSTEES (CHARITY TRUSTEES)

Number of Charity Trustees

63. The maximum number of Charity Trustees shall be twelve and the minimum number three.

Eligibility

64. Subject to clause 65, an individual shall be eligible for election or appointment as a Charity Trustee even if not a Member of the organisation.

65. An individual shall not be eligible for election or appointment as a Charity Trustee if disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or is an employee of the organisation.

Election, appointment, retiral and re-election

66. At each AGM, the Full Members may elect any individual (providing he or she is willing to act) to be a Charity Trustee, subject to clauses 63 and 65.

67. In order to fulfil the requirements of clause 63, the Charity Trustees may at any time appoint any individual (providing that person is willing to act) to be a Charity Trustee, subject to clause 65.

68. In addition to their powers under clause 67, and subject to clause 65, the Charity Trustees may at any time appoint any individual to be a Charity Trustee on the basis that the person to be appointed has specialist experience and/or skills which could be of assistance to the Board of Trustees.

69. At each Annual General Meeting (AGM):

a) any Charity Trustee appointed under clauses 67 or 68 during the period since the preceding AGM shall retire from office, but shall be eligible for election;

b) of the remaining Charity Trustees, one fifth (to the nearest round number) or such larger number as may apply through the operation of clauses 67 and 68 shall retire from office.

70. Unless initially appointed under clauses 67 or 68 a Charity Trustee who has served for a period of five years shall retire from office at the AGM which falls at the end of that five-year period, but shall then be eligible for re-election as a Charity Trustee.

Termination of office

71. A Charity Trustee shall automatically vacate office if that person:

a) is prohibited from being a Charity Trustee by law or becomes debarred from being a Charity Trustee under any statutory provision;

b) becomes incapable for medical reasons of fulfilling the duties of said office and such incapacity is expected to continue for a period of more than six months;

c) becomes an employee of the organisation;

d) resigns from office by notice to the organisation; or

e) is absent without permission of the Charity Trustees from more than three consecutive meetings of the Charity Trustees, and the Charity Trustees resolve to remove that person from office.

Register of Charity Trustees

72. The Charity Trustees shall maintain a register of Charity Trustees, setting out full details of each Charity Trustee, including the date on which he or she became a Charity Trustee, and also specifying the date on which any person ceased to hold office as a Charity Trustee.

Office Bearers

73. The Charity Trustees shall elect from among themselves a Chairperson, who must be the nominated representative of a Full Member, a Secretary, and a Treasurer, and such other office bearers (if any) as they consider appropriate.

74. All the office bearers shall cease to hold office at the conclusion of each AGM but shall then be eligible for re-election at the first meeting thereafter of the Charity Trustees.

75. A person elected to any office shall cease to hold that office if he or she ceases to be a Charity Trustee, or if he or she resigns from that office by written notice to that effect.

Powers of Charity Trustees to appoint academic staff

76. The Charity Trustees shall be responsible for the appointment of a Principal (who shall be the academic head of the College), the Baxter Professor of Systematic Theology, and such other professors as they shall from time to time determine. Tutors and other academic staff may be appointed by the Charity Trustees on the recommendation of the Principal.

General Powers

77. Subject to this constitution, and subject to any directions given by Special Resolution, the College and its assets and undertaking shall be managed by the Charity Trustees, who may exercise all the powers of the organisation.

78. A meeting of the Charity Trustees which is quorate in accordance with clause 88 may exercise all powers exercisable by the Charity Trustees.

79. The Members may, by way of a Special Resolution or a written resolution passed in compliance with clauses 42 to 44, direct the Board of Trustees to take any particular step or direct the Board of Trustees not to take any particular step; and the Board of Trustees shall give effect to any such direction accordingly. Such a direction must be lawful and be subject to the powers of the organisation as set out in clauses 5 to 7.

Personal interests

80. A Charity Trustee who has a personal interest in any transaction or other arrangement which the College is proposing to enter into, must declare that interest at a meeting of the Charity Trustees; they will be debarred (in terms of clauses 91 and 92) from voting on the question of whether or not the organisation should enter into that arrangement.

For the purposes of this clause, a Charity Trustee shall be deemed to have a personal interest in an arrangement if any partner or close relative of theirs or any firm of which they are a partner or any limited organisation of which they are a substantial shareholder or Charity Trustee (or any other party who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.

81. Provided a Charity Trustee:

a) has declared an interest;

b) has not voted on the question of whether or not the College should enter into the relevant arrangement;

c) has not in any way used their position to influence the decision and provided the requirements of clause 91 are complied with,

a Charity Trustee will not be debarred from entering into an arrangement with the College in which they have a personal interest (or are deemed to have a personal interest under clause 79) and may retain any personal benefit which they gain from their participation in that arrangement.

82. No Charity Trustee may serve as an employee (full time or part time) of the College, and no Charity Trustee may be given any remuneration by the College for carrying out their duties as a Charity Trustee.

83. Where a Charity Trustee provides professional services to the organisation or might benefit from any remuneration paid to a connected party for such services:

a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

b) the Charity Trustees must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount);

c) the Charity Trustees must be satisfied that it would be in the best financial interests of the organisation having taken all reasonable steps to obtain competitive quotations; and

d) less than half of the Charity Trustees must be receiving remuneration from the College (or benefit from remuneration of that nature).

84. The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Charity Trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DECISION-MAKING BY CHARITY TRUSTEES

Procedure at Charity Trustees' meetings

85. Any Charity Trustee may call a meeting of the Charity Trustees or request the Chairperson to call a meeting of the Charity Trustees.

86. Charity Trustees may participate in meetings either in person at the place notified when the meeting is called or by video link when this facility is available. Those participating by video link have the same status as those attending the meeting in person subject to their doing so from a location within UK tax jurisdiction and are considered to be present at the meeting and not absent for the purpose of paragraph (e) of clause 71.

For the avoidance of doubt, those participating by video link are included in the quorum required by clause 88 for the period of their participation in the meeting subject to their doing so from a location within UK tax jurisdiction.

87. All decisions at meetings of the Charity Trustees will be made by majority vote. Every Charity Trustee has one vote, which must be given personally. 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.

88. No business shall be dealt with at a meeting of the Charity Trustees unless a quorum is present; the quorum for meetings of the Charity Trustees shall be as follows:

- a) if there is an odd number of Charity Trustees in office at the time, 50% (rounded upwards) of the total number of Charity Trustees in office;
- b) if there is an even number of Charity Trustees in office at the time, 50% of the total number of Charity Trustees in office, plus one.

89. Unless unwilling to do so, the Chairperson of the organisation shall preside at every Charity Trustees' meeting at which he or she is present; if the Chairperson 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.

90. The Charity Trustees may, at their discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Charity Trustees; for the avoidance of doubt, any such person who is invited to attend a Charity Trustees' meeting shall not be entitled to vote.

91. A Charity Trustee shall not vote at a Charity Trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he or she has a personal interest which conflicts (or may conflict) with the interests of the College; such a person must withdraw from the meeting while an item of that nature is being dealt with.

92. For the purposes of clause 91, a Charity Trustee shall be deemed to have a personal interest in a particular matter if:

a) 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) has an interest in that matter; or

b) a group or organisation of which the Charity Trustee is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

93. 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.

94. The Trustees may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of clauses 91 to 93.

Conduct of Charity Trustees

95. Each of the Charity Trustees shall, in exercising the functions of a Charity Trustee of the College, act in the interests of the College; and, in particular, must:

a) seek, in good faith, to ensure that the College 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 a charitable organisation;

c) in circumstances giving rise to the possibility of a conflict of interest of interest between the College and any other party, put the interests of the College before that of the other party,

d) in taking decisions as a Charity Trustee where any other duty prevents them from doing so, disclose the conflicting interest to the Trustees and refrain from participating in any discussions or decisions involving the other Charity Trustees with regard to the matter in question

e) ensure that the College complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Minutes

96. The Charity Trustees shall ensure that minutes are made of all proceedings at general meetings, Charity Trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

97. The Board of Trustees shall make available copies of the minutes to any member requesting them but they may exclude any material which the Board of Trustees considers ought properly to be kept confidential on the grounds that allowing access to such material could cause significant prejudice to the interests of the College or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

Delegation to sub-committees

98. The Charity Trustees may delegate any of their powers to any sub-committee consisting of one or more of the Charity Trustees and such other persons (if any) as the Charity Trustees may determine; they may also delegate to the Chairperson of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

99. Any delegation of powers under clause 98 may be made subject to such conditions as the Charity Trustees may impose and may be revoked or altered. The rules of procedure for any sub-committee shall be as decided by the Charity Trustees. Such delegations must be reviewed and renewed as appropriate at least annually by a meeting of the Charity Trustees.

100. The minutes of meetings and any decisions made by the sub-committees or the chairperson acting under delegated powers must be promptly and fully disclosed to any Charity Trustee requesting the information, except information relating to a commercial contract in which that Charity Trustee has a declarable interest.

ADMINISTRATION

Operation of bank accounts

101. The signatures of two out of the signatories appointed by the Charity Trustees shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the organisation, except for payments up to and including a total of £250 for any particular item. The College Treasurer must be informed of all such payments within one week of them being made. Where the College 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 this approach.

Accounting records and annual accounts

102. The Charity Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

103. The Charity Trustees shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

104. No member, other than a Charity Trustee, shall have any right of inspecting any accounting or other records, or any document of the organisation, except as conferred by statute or as authorised by the Charity Trustees, or as authorised by Ordinary Resolution of the Members.

Notices

105. Any notice which requires to be given to a Member under these clauses shall be given either in writing or by electronic means; such a notice 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 the member to the College or may be given to the member by electronic means.

106. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

107. Any notice sent by electronic means 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 sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

MISCELLANEOUS

Dissolution

108. Dissolution of the College, in terms of clause 42 section c) of this constitution, is to be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.

109. On the winding-up of the organisation, if any property remains after satisfying all the organisation's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the Members of the College at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for purposes which are the same as - or which closely resemble - the purposes of the College as set out in this constitution.

110. For the avoidance of doubt, a body to which property is transferred under clause 109 may be a Full Member of the organisation.

111. To the extent that effect cannot be given to clause 109 (as read with clause 110), the relevant property 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

112. Subject to clauses 42 a) and 113, this constitution may be altered by a Special Resolution of the Members passed at a Members' Meeting or by way of a written resolution of the Members.

113. The consent of the Office of the Scottish Charity Regulator shall be received before certain proposals may be enacted (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) in accordance with The Charities and Trustee Investment (Scotland) Act 2005.

Interpretation

114. In this constitution:

- a) "The Act" means the Charities and Trustee Investment (Scotland) Act, 2005, or legislation amending or replacing this Act;
- b) "charity" means a group or organisation which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its purposes are limited to charitable purposes;
- c) "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.

115. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

- a) any statutory provision which adds to, modifies or replaces that Act; and
- b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph a) of this clause 115.