



CONSTITUTION OF
Scottish Hypnotherapy Foundation
SCIO

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Registered Charity No: SC044083

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GENERAL

Type of organisation

- 1 The organisation is registered as a Scottish Charitable Incorporated Organisation (SCIO), Charity Number SC044083.

Scottish principal office

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

Name

- 3 The name of the organisation is “**The Scottish Hypnotherapy Foundation [SCIO]**”.

Purposes, Area of Benefit & Beneficiaries

- 4 The organisation is established for charitable purposes only, and in particular, the objects are:
 - 4.1 the relief of those in need through the provision of free or assisted hypnotherapy sessions, funded by donations and other funding sources, for those members of society who would benefit the most from Professional Hypnotherapy but would otherwise be prevented from receiving any services for financial reasons.
 - 4.2 The advancement of physical, mental and emotional health in conjunction with other health care professionals (e.g. GPs, psychologists, etc.) as appropriate through the provision of Clinical Hypnotherapy.
 - 4.3 The advancement of education, training and research through the development and promotion of excellence in regulated practice in order to enhance public confidence and accessibility to hypnotherapy services through:
 - a. encouraging research into the development and efficacy of hypnotherapeutic techniques and practices.
 - b. the provision of courses, seminars and workshops, available to all appropriately qualified hypnotherapists.
 - c. acting in an advisory, consultative or representative capacity to members of the public at large through:
 1. the provision of lectures, demonstrations and workshops.
 2. The operation of helplines.

3. The provision of information via a comprehensive web site.

5A The area within which the organisation shall operate (in this constitution referred to as the 'Area of Benefit') shall be **Scotland**.

5B The organisation shall promote (but not promote exclusively) its activities and deliver operations to people within the 'Area of Benefit' who **live and/or work in Scotland**. These people will be the organisation's beneficiaries.

Powers

6 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, as stated in Section 50 (5) of the Charities and Trustee Investment (Scotland) Act 2005.

7 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members/Charity Trustees – either in the course of the organisation's existence or on dissolution – except where this is done in direct furtherance of the organisations' charitable purposes.

General structure

8 The structure of the organisation is Two-Tier, and consists of the MEMBERS and CHARITY TRUSTEES (The Board). Trustees are elected from the organisation's members and comprise the organisation's BOARD.

Liability of Charity Trustees (the Board)

9 The Charity Trustees of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the Charity Trustees will not be held responsible.

10 The Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 9 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.

MEMBERSHIP

Classes of Membership

11 There shall be three classes of membership as follows: Professional Membership, Associate Membership and Fellowship.

11.1 Professional Membership. This category is open to individual professional hypnotherapists who meet the criteria detailed in clause 12.

- 11.2 Associate Membership. This category is open to voluntary organisations and other not-for profit organisations (both incorporated and unincorporated) or individuals aged 16 (sixteen) or over nominated by such organisations that provide or has an interest in the provision of therapy and health and well-being services in Scotland, and wishes to further the purposes of the Organisation.
- 11.3. Fellowship is awarded, at the Membership's majority discretion, to those Health Professionals who are deemed to have made a significant contribution to the profession of hypnotherapy.
- 12 Criteria for Acceptance for Professional Membership. All members of the SHF must meet the following criteria:
- 12.1 been trained by a recognised school.
- 12.2 hold the Hypnotherapy Practitioner Diploma (or equivalent).
- 12.3 be included in the Complementary and Natural Healthcare Council (CNHC) Register and/or be regulated by the Professional Standards Authority (PSA).
- 12.4 adhere to the Code of Conduct, Performance and Ethics of the CNHC.
- 12.5 hold Professional Civil Liability Insurance.

Voting Rights of Members

13. Professional Members are entitled to vote at all General Meetings. Associate Members are entitled to attend all General Meetings, but are not entitled to vote.

Refusal of Membership

- 14 Any person who wishes to become a Member must sign a written application. The application will then be considered by the Board at its next Board meeting.
- 15 The Board may, at its discretion, refuse to admit any individual or organisation from membership, notwithstanding that the person or organisation in question fulfils the conditions of membership, in such cases where they consider there are reasonable grounds to do so.
- 16 The Board must notify each applicant promptly (in writing, which includes by e-mail) of its decision on whether or not to admit him/her/it to Membership.

Withdrawal of Membership

17 Any Member who wishes to withdraw from the SHF may do so at any time, by writing (which includes by e-mail) to the Secretary to advise him/her of their withdrawal. The Secretary is to annotate the Register of Members accordingly, as detailed at clauses 20 and 21 and to notify the Board.

Removal of Members

18 All members of the SHF are required to abide by the Code of Conduct, Performance and Ethics of the CNHC as detailed at clause 12.3. Any complaint against a Member of the SHF will be forwarded to the CNHC for investigation. The CNHC will consider any such complaint individually and a decision on how to proceed will be made in the light of the circumstances of the case. If a complaint is deemed sufficiently serious (e.g. the abuse or exploitation of a client) then the Member will be removed from the SHF Membership Register. The Member will be notified by the Board promptly in writing of his/her removal.

Subscription to the SCIO

19 The membership subscription rate will be determined at the discretion of the Board.

Register of Members

20 The Board must keep a register of Members, setting out

20.1 for each current Member:

20.1.1 his/her/its full name and address; and

20.1.2 the date on which he/she/it was appointed as a Member; and

20.2 for each former Member - for at least 6 years from the date on which he/she/it ceased to be a Member:

20.2.1 the name of the Member; and

20.2.2 any office held by him/her/it in the organisation; and

20.2.3 the date on which he/she/it ceased to be a Member.

21 The Board must ensure that the register of Members is updated within 28 days of any change:

21.1 which arises from a resolution of the Board; or

21.2 which is notified to the organisation.

22 If any person requests a copy of the register of charity Members, the Board must ensure that a copy is supplied to him/her/it within 28 days, providing the request is reasonable; if the request is made by a person who is not a Member of the organisation, 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.

BOARD MEMBERS

Number of Board Members

23 The maximum number of Board Members is **ten**.

24 The minimum number of Board Members is **four**.

Eligibility for Board Membership

25 Board Membership (Charity Trusteeship) is open only to CNHC registered hypnotherapists who subscribe to the purposes of the organisation and wish to see them fulfilled.

26 A person who has entered into a full time or part time employment contract with the organisation, with the exception of employment as described in Clauses 52 and 53, is not eligible for Board Membership.

27 Subject to clauses 23 and 24, there shall be a minimum of four and a maximum of ten Board Members who are members of the organisation and who are either:

27.1 proposed prior to and appointed at an Annual General Meeting; or

27.2 appointed by the Board to fill vacancies among the Board.

Co-opted Board Members

28 There shall be a maximum of three Co-opted Board Members, who need not be members of the organisation, co-opted by the Board in cases where they consider the person in question has knowledge, skills or experience that would assist in the performance of their duties.

29 A Co-opted Board Member shall hold office only until the conclusion of the next Annual General Meeting at which time he or she shall be due to retire, but may, at the discretion of the Board, be co-opted to serve for a further time without limit to the number of consecutive terms he or she may serve.

Ineligibility for Board Membership

30 A person will not be eligible for election or appointment to the Board if he/she:

30.1 is disqualified from being a Board Member under the Charities and Trustee Investment (Scotland) Act 2005; or

30.2 has entered into a full time or part time employment contract with the organisation, with the exception of employment as described in clauses 52 and 53.

Initial Board Members

- 31 The individuals who signed the Board Member Declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed as Board Members with effect from the date of incorporation of the organisation and its entry on the Scottish Charity Register.

Annual General Meeting

- 32 The Board must arrange an Annual General Meeting (AGM) in each calendar year, reporting on the immediately preceding financial year of the organisation.
- 33 The gap between one AGM and the next must not be longer than 15 months.
- 34 Notwithstanding clause 32, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is incorporated and entered on the Scottish charity Register.
- 35 The business of each AGM must include:-
- 35.1 a report by the Convenor on the activities of the organisation;
 - 35.2 consideration of the annual statement of account of the organisation, as prepared under Section 44 of the Charities and Trustee Investment (Scotland) Act 2005;
 - 35.3 the election/re-election of Board Members, as referred to in clauses 36 and 37.

Election, retiral, re-election

- 36 At each AGM, all of the Board Members must retire from office - but may then be re-elected under clause 37.
- 37 A Board Member retiring at an AGM will be deemed to have been re-elected unless: -
- 37.1 he/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Board Member; or
 - 37.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 37.3 a resolution under sub-clauses 38.5, 38.6, 38.7, or 38.8 was put to the AGM and was carried.

Termination of office

- 38 A Board Member will automatically cease to hold office if: -
- 38.1 he/she becomes disqualified from being a Board Member under the Charities and Trustee Investment (Scotland) Act 2005; or

- 38.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Board Member - but only if that has continued (or is expected to continue) for a period of more than six months; or
 - 38.3 he/she enters into a full time or part time employment contract with the organisation, with the exception of employment as described in clauses 52 and 53; or
 - 38.4 he/she gives the organisation a notice of resignation, signed by his/her authorised representative; or
 - 38.5 he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove him/her from office; or
 - 38.6 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clauses 56 and 57); or
 - 38.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 38.8 he/she is removed from office for any other reason by resolution of the Board.
- 39 A resolution under sub-clauses 38.5, 38.6, 38.7, or 38.8 shall be valid only if: -
- 39.1 the Board Member who is the subject of the resolution is given 14 days written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 39.2 the Board Member 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
 - 39.3 at least two thirds (to the nearest round number) of the Board Members vote in favour of the resolution as set out in clause 79.

Register of Charity Trustees (The Board)

- 40 The Board must keep a register of Charity Trustees, setting out
- 40.1 for each current Charity Trustee:
 - 40.1.1 his/her full name and address; and
 - 40.1.2 the date on which he/she was appointed as a Charity Trustee; and

- 40.2 for each former Charity Trustee - for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
 - 40.2.1 the name of the Charity Trustee; and
 - 40.2.2 any office held by him/her in the organisation; and
 - 40.2.3 the date on which he/she ceased to be a Charity Trustee.
- 41 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
 - 41.1 which arises from a resolution of the Board; or
 - 41.2 which is notified to the organisation.
- 42 If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the organisation, 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

- 43 The Board must elect (from among themselves) a Convenor, a Treasurer and a Secretary.
- 44 In addition to the office-bearers required under clause 43, the Board may elect (from among themselves) further office-bearers if they consider that appropriate.
- 45 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected at the first Board meeting after the AGM, under clauses 43 and 44.
- 46 A person/nominated individual elected to any office will automatically cease to hold that office: -
 - 46.1 if he/she ceases to be a charity trustee; *and/or*
 - 46.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/herself.

Powers of the Board

- 47 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the organisation.
- 48 A meeting of the Board at which the appropriate quorum (as set out in clauses 65 and 78) is present may exercise all powers exercisable by the Board.

Board Members - general duties & remuneration

- 49 Each of the Board Members has a duty, in exercising their functions as a Board Member, to act in the interests of the organisation; and, in particular, must:-
- 49.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes; and
 - 49.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
 - 49.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 49.3.1 put the interests of the organisation before that of the other party; or
 - 49.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other Board Members with regard to the matter in question;
 - 49.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 50 In addition to the duties outlined in clause 49, all of the Board Members must take such steps as are reasonably practicable for the purpose of ensuring: -
- 50.1 that any breach of any of those duties by a Board Member is corrected by the Board Member concerned and not repeated; and
 - 50.2 that any Board Member who has been in serious and persistent breach of those duties is removed as a Board Member as described in sub-clause 38.6.
- 51 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a Board Member will not be debarred from entering into an arrangement with the organisation in which he/she has a private interest; and (subject to clauses 52 and 53 and to the provisions relating to remuneration for services contained in Sections 67, 68 and 68A of the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any private benefit which arises from that arrangement.
- 52 No Board Member may serve as an employee (having entered into a full time or part time contract) of the organisation with the only exception being as stated in clause 53.
- 53 For the avoidance of doubt, it is permissible for a Board Member to be employed as a temporary sessional worker, provided that:

- 53.1 such employment is explicitly authorised by the Board; and
 - 53.2 it is temporary; and
 - 53.3 it be in accordance with the rules laid down in clause 51.
- 54 No Board Member may be given any remuneration by the organisation for carrying out his/her duties as a Board Member.
- 55 The Board Members may be paid all 'out of pocket' travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings. The Board Members must have a written policy and approved procedure on such matters.

Code of conduct for Board Member

- 56 Each of the Board Member shall comply with the code of conduct of the organisation (incorporating detailed rules on conflict(s) of interest) adopted by the Board.
- 57 The code of conduct referred to in clause 56 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Board Members under the Charities and Trustee Investment (Scotland) Act 2005. All relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct which must be annually reviewed by the Board.

DECISION-MAKING BY THE BOARD

Notice of Board Meetings

- 58 Any Board Member may call a meeting of the Board *and/or* ask the secretary to call a meeting of the Board.
- 59 At least 14 clear days' notice must be given of a Board meeting at which the business of the meeting includes consideration of any resolution.
- 60 At least 7 clear days' notice must be given for other Board meetings unless in the opinion of the Convenor there is a degree of urgency which makes that inappropriate.
- 61 The notice calling a Board meeting at which the business of the meeting includes consideration of any resolution, must specify in general terms what business is to be dealt with at the meeting.
- 62 The reference to "clear days" in clauses 59 and 60 shall be taken to mean that, in calculating the period of notice,
- 62.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

- 62.2 the day of the meeting itself should also be excluded.
- 63 Notice of Board Meetings must be given to all Board Members; but the accidental omission to give notice to one or more Board Members will not invalidate the proceedings of the meeting.
- 64 Any notice which requires to be given to a Board Member under this constitution must be: -
- 64.1 sent by post to the Board Member, at the address last notified by him/her to the organisation and on the register of members/charity trustees as described in clauses 19 and 39; *and/or*
- 64.2 sent by e-mail to the Board Member, at the e-mail address last notified by him/her to the organisation. It is the responsibility of each Board Member to keep their personal email details up to date.

Procedure at Board meetings

- 65 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is **four** Board Members, present in person, except for Board meetings at which a resolution(s) is to be considered, as described in clauses 78 and 79.
- 66 If at any time the number of Board Members in office falls below the number stated as the quorum in clause 65, a Professional Member(s) will have power to fill the vacancies - but will not be able to take any other valid decisions.
- 67 The Convenor of the organisation should act as Convenor of each board meeting.
- 68 If the Convenor is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as Convenor), the Board Members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 69 Every Board Member has one vote, which must be given personally except in the case of a vote with regard to a resolution under clauses 75 and 76.
- 70 All decisions at Board meetings will be made by majority vote.
- 71 If there are an equal number of votes for and against any resolution, the Convenor or the chairperson of the meeting will be entitled to a second (casting) vote.
- 72 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a Charity Trustee - but on the basis that he/she must not participate in decision-making. The minute of that meeting must make the status of any such person clear for the avoidance of doubt as to their status.

- 73 A Board Member must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a private interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with as described in clause 49, 56 and 57.
- 74 For the purposes of clause 73: -
- 74.1 Any private interest held by an individual who is “connected” with the Board Member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister and their spouses etc.) shall be deemed to be held by that Board Member; and/or
- 74.2 a Board Member will be automatically deemed to have a private interest in relation to a particular matter, if a body in relation to which he/she is an employee, director, member of the management committee, charity trustee, officer or elected representative has an interest in that matter.

Voting on Resolutions at Board Meetings

- 75 Every Board Member has one vote with regard to voting on resolutions, which (whether on a show of hands or on a secret ballot as described in clauses 81 and 82) may be given either personally, or by proxy given to a fellow Board Member.
- 76 A Board Member who wishes to appoint a fellow Board Member as their proxy to vote on his/her behalf with regard to (and only with regard to) resolutions, must lodge with the Convenor or the chairperson of that meeting (in the circumstances described in clause 68), prior to the time when the meeting commences, a written proxy authorisation form, signed by him/her.
- 77 All decisions on resolutions will be made by majority vote - with the exception of the types of resolution listed in clause 79.
- 78 The quorum for Board meetings at which a resolution(s) is to be considered is **four**. For these meetings, and these meetings only, this quorum shall include proxies as described in clause 75.
- 79 The following resolutions will be valid only if passed by not less than two thirds of those voting (either on person or by proxy as described in clause 75) on the resolution at a Board meeting (or if passed by way of a written resolution under clause 83) and will also be subject, (with the exception of clauses 79.2 and 79.3) to clause 119:
- 79.1 a resolution amending the constitution (including changing the name of the organisation); or
- 79.2 a resolution expelling a person from Membership/Board Membership under clauses 38.5, 38.6, 38.7 or 38.8; or

- 79.3 a resolution directing the Board to take any particular action (or directing the board not to take any particular action); or
- 79.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation); or
- 79.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities); or
- 79.6 a resolution for the winding-up of the organisation.
- 80 If there are an equal number of votes for and against any resolution, the Convenor or chairperson of the meeting (in the circumstances described in clause 68), will be entitled to a second (casting) vote.
- 81 A resolution put to the vote at a Board meeting will be decided on a show of hands - unless the Convenor or chairperson of the meeting (or at least two other Charity Trustees/Members present at the meeting, whether voting personally or as proxies), ask for a secret ballot.
- 82 The Convenor or chairperson of the meeting will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by Charity Trustees

- 83 A resolution agreed to in writing (including by e-mail) by all the Board Members will be as valid as if it had been passed at a Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous.

Minutes

- 84 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 85 The minutes of Board Meetings and meetings of sub-committees to be kept under clause 84 must include the names of those present; and (so far as possible) should be signed by the Convenor of the meeting.
- 86 With due reference to all applicable statutory requirements, it is wholly at the discretion of the Board as to whether or not the minute of a meeting, or any excerpt from the minute of a meeting, is to be made available to members of the public or any body.

Notice of Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs)

- 87 As noted at clauses 32 and 33, The Board must arrange an AGM in each calendar year. The gap between one AGM and the next must not be longer than 15 months.
- 88 Any Board Member or Member may call for an EGM at any time, should there be an immediate requirement for such a meeting.
- 89 At least 30 clear days' notice must be given of the AGM or 14 days of an EGM at which the business of the meeting includes consideration of any resolution, unless in the opinion of the Convenor there is a degree of urgency which makes that inappropriate.
- 90 The notice calling an AGM or EGM at which the business of the meeting includes consideration of any resolution, must specify in general terms what business is to be dealt with at the meeting; and
- 90.1 in the case of any other resolution falling within clause 100 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 91 The reference to "clear days" in clause 89 shall be taken to mean that, in calculating the period of notice,
- 91.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 91.2 the day of the meeting itself should also be excluded.
- 92 Notice of the AGM or EGM must be given to all the Members; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 93 Any notice which requires to be given to a Member/Board Member under this constitution must be: -
- 93.1 sent by post to the Member/Board Member, at the address last notified by him/her to the organisation and on the register of members/charity trustees as described in clauses 19 and 39; *and/or*
- 93.2 sent by e-mail to the Member/Board Member, at the e-mail address last notified by him/her to the organisation. It is the responsibility of each Member/Board Member to keep their personal email details up to date.
- 94 A Board Member must not vote at an AGM or EGM on any resolution which relates to a matter in which he/she has a private interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with as described in clauses 47, 56 and 57.

95 For the purposes of clause 94: -

95.1 Any private interest held by an individual who is “connected” with the Board Member under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister and their spouses etc.) shall be deemed to be held by that Board Member; and/or

95.2 a Board Member will be automatically deemed to have a private interest in relation to a particular matter, if a body in relation to which he/she is an employee, director, member of the management committee, charity trustee, officer or elected representative has an interest in that matter.

Voting on Resolutions at AGMs and EGMs

96 Every Professional Member has one vote with regard to voting on resolutions, which (whether on a show of hands or on a secret ballot as described in clauses 102 and 103) may be given either personally, or by proxy given to a fellow Member/Board Member.

97 A Professional Member who wishes to appoint a fellow Member/Board Member as their proxy to vote on his/her behalf with regard to (and only with regard to) resolutions, must lodge with the Convenor or the chairperson of that meeting, at least one week prior to the time when the meeting commences, a written proxy authorisation form, signed by him/her.

98 All decisions on resolutions (at both AGMs and EGMs) will be made by majority vote - with the exception of the types of resolution listed in clause 100.

99 The quorum for AGMs and EGMs at which a resolution (s) is to be considered is 40% of the membership. For these meetings, and these meetings only, this quorum shall include proxies as described in clause 97.

100 The following resolutions will be valid only if passed by not less than two thirds of those voting (either on person or by proxy as described in clauses 96 and 97) on the resolution at an AGM or at an EGM (or if passed by way of a written resolution under clause 81) and will also be subject, (with the exception of clauses 79.2 and 79.3) to clause 120:

100.1 a resolution amending the constitution (including changing the name of the organisation); or

100.2 a resolution directing the Board to take any particular action (or directing the board not to take any particular action); or

100.3 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation); or

- 100.4 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities); or
- 100.5 a resolution for the winding-up of the organisation.
- 101 If there are an equal number of votes for and against any resolution, the Convenor or chairperson of the meeting will be entitled to a second (casting) vote.
- 102 A resolution put to the vote at an AGM or EGM will be decided on a show of hands - unless the Convenor or chairperson of the meeting (or at least two other Charity Trustees/Professional Members present at the meeting, whether voting personally or as proxies), ask for a secret ballot.
- 103 The Convenor or chairperson of the meeting will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by Professional Members

- 104 A resolution agreed to in writing (including by e-mail) by all the Members will be as valid as if it had been passed at an AGM. The date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous.

Minutes

- 105 The Board must ensure that proper minutes are kept in relation to all AGMs and EGMs.
- 106 A list of all members attending AGMs/EGMs/voting by proxy must be retained by the Board.
- 107 With due reference to all applicable statutory requirements, it is wholly at the discretion of the Board as to whether or not the minute of a meeting, or any excerpt from the minute of a meeting, is to be made available to members of the public or any Body.

ADMINISTRATION

Delegation to sub-committees

- 108 The Board may delegate any of their functions or powers to sub-committees; a sub-committee must include at least one Board Member, but other members of a sub-committee need not be Board Members.
- 109 The Board may also delegate to the Convenor of the organisation (or the holder of any other post) such of their powers (but not their responsibilities) as they may consider appropriate.

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

Operation of accounts

- 113 The signatures of two out of four signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; both signatures must be those of an authorised Board Member.
- 114 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 113.

Accounting records and annual accounts

- 115 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 116 The Board must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

MISCELLANEOUS

Dissolution and wind-up of the organisation

- 117 If the organisation is to be dissolved and wound-up, the dissolution and wind-up process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005 and the Scottish Charitable Incorporated Organisation (Removal from Register and Dissolution) regulations 2011.
- 118 Once all outstanding and legitimate expenses/debts have been met the remaining funds will be donated and transferred to the Princess Royal Trust for Carers or, should they no longer exist, to a legitimate Carers' Charity in Scotland, for purposes which closely resemble the SCIO' Purposes.

Alterations to the constitution

- 119 This constitution may (subject to clause 120) be altered by resolution of the Professional Members/Board Members passed at an AGM or Board meeting (subject to achieving the appropriate majority referred to in clauses 77, 79, 98

and 100) or by way of a unanimous written resolution of the members (as described in clause 83).

- 120 The Charities and Trustee Investment (Scotland) Act 2005 requires that consent is sought from the Office of the Scottish Charity Regulator (OSCR) to action the following changes: change of name, an alteration to the purposes, amalgamation and/or winding-up.

Interpretation

- 121 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 and other statutory regulations should be taken to include:

121.1 any statutory provision which adds to, modifies or replaces that Act or the regulations; and

121.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 121.1 above.

In this constitution:

121.3 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes; and

121.4 “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.

121.5 “meeting” includes, except where consistent with any legal obligation:

- a physical meeting; or
- a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation.