

Constitution of One World Centre [SCIO] FINAL

Notes – not part of the constitution

This is based on the SCVO Model SCIO Constitution (two tier)

<http://www.scvo.org.uk/setting-up-a-charity/write-your-constitution/scottish-charitable-incorporated-organisation/>

and the accompanying guidance notes

<http://www.scvo.org.uk/wp-content/uploads/2013/12/SCVO-SCIO-two-tier-guidance.pdf>

Paragraph numbering of the original has been retained.

General

Type of organisation

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

Scottish principal office

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

Name

- 3 The name of the organisation is "One World Centre".

Purposes

- 4 The organisation's purpose is to promote Development Education by:
 - 4.1 raising awareness of the economic, social, political, cultural and environmental factors which shape our lives.
 - 4.2 increasing understanding of the links between our own lives and those of people throughout the world.
 - 4.3 enabling people to find ways to bring about change by acting locally to create a more just, peaceful and sustainable world

Powers

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

Liability of members

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

General structure

- 9 The structure of the organisation consists of:-
 - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the

constitution; in particular, the members appoint people to serve on the MC and take decisions on changes to the constitution itself;

- 9.2 the Management Committee (MC) - who hold regular meetings, and generally control the activities of the organisation; for example, the MC is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the MC are referred to in this constitution as CHARITY TRUSTEES.

Members

Qualifications for membership

- 11 Membership is open to any individual aged 16 or over who shares the objectives of the OWC and who has paid the appropriate annual membership fees.
- 12 Employees of the organisation are not eligible for membership.

Application for membership

- 13 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the MC at its next MC meeting.
- 14 The MC may, at its discretion, refuse to admit any person to membership.
- 15 The MC must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

- 16 Annual membership subscriptions shall be set by the AGM. Anyone who has not paid in full by the end of **July** each year shall immediately cease to be a member of the OWC.
The MC may resolve to waive the subscription for specified individual members.
~~No membership subscription will be payable.~~

Register of members

- 17 The MC must keep a register of members, setting out
 - 17.1 for each current member:
 - 17.1.1 his/her full name and address; and
 - 17.1.2 the date on which he/she was registered as a member of the organisation;
 - 17.1.3 their subscription payments
 - 17.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 17.2.1 his/her name; and
 - 17.2.2 the date on which he/she ceased to be a member.
- 18 The MC must ensure that the register of members is updated within 28 days of any change:
 - 18.1 which arises from a resolution of the MC or a resolution passed by the members of the organisation; or
 - 18.2 which is notified to the organisation.
- 19 If a member or charity trustee of the organisation requests a copy of the register of members, the MC 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 member (rather than a charity trustee), the MC may provide a copy which has the addresses blanked out.

Withdrawal from membership

20 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

21 Membership of the organisation may not be transferred by a member.

Re-registration of members

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

23 If a member fails to provide confirmation to the MC (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22, the MC may expel him/her from membership.

24 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

Expulsion from membership

25 Any person 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:-

25.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

26 Membership of the organisation will terminate on death.

Decision-Making by the Members

Members' meetings

27 The MC must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

28 The gap between one AGM and the next must not be longer than 15 months.

29 Notwithstanding clause 27, 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 formed.

30 The business of each AGM must include:-

30.1 a report by the Convener on the activities of the organisation;

30.2 consideration of the annual accounts of the organisation;

30.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.

31 The MC may arrange a special members' meeting at any time.

Power to request the MC to arrange a special members' meeting (SGM)

32 The MC must arrange a special members' meeting (Special General Meeting or "SGM") 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 organisation at the time, providing:

32.1 the notice states the purposes for which the meeting is to be held; and

32.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

33 If the MC receive a notice under clause 32, 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

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

35 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

35.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

35.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

36 The reference to "clear days" in clause 34 shall be taken to mean that, in calculating the period of notice,

36.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

36.2 the day of the meeting itself should also be excluded.

37 Notice of every members' meeting must be given to all the members of the organisation, 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.

38 Any notice which requires to be given to a member under this constitution must be: -

38.1 sent by post to the member, at the address last notified by him/her to the organisation; or

38.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

39 No valid decisions can be taken at any members' meeting unless a quorum is present.

40 The quorum for a members' meeting is 5 members or one-third of registered members (whichever is the larger number), present in person.

- 41 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 42 The Convener of the organisation should act as chair of each members' meeting.
- 43 If the Convener of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.

Voting at members' meetings

- 44 Every member has one vote, which must be given personally.
- 45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.
- 46 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 50):
- 46.1 a resolution amending the constitution;
- 46.2 a resolution expelling a person from membership under clause 25;
- 46.3 a resolution directing the MC to take any particular step (or directing the MC not to take any particular step);
- 46.4 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);
- 46.5 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);
- 46.6 a resolution for the winding up or dissolution of the organisation.
- 47 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 48 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chair (or at least two other members present at the meeting) ask for a secret ballot.
- 49 The chair will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

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

Minutes

- 51 The MC must ensure that proper minutes are kept in relation to all members' meetings.
- 52 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.
- 53 This clause is void.

Management Committee (MC)

Number of charity trustees

- 54 The maximum number of charity trustees is 10; out of that:
- 54.1 no more than 10 shall be charity trustees who were elected/appointed under clauses 59 and 60 (or deemed to have been appointed under clause 58); and
- 54.2 no more than 5 shall be charity trustees who were co-opted under the provisions of clauses 63 and 64.
- 55 The minimum number of charity trustees is 5.

Eligibility

- 56 A person shall not be eligible for election/appointment to the MC under clauses 58 to 61 unless he/she is a member of the organisation; a person appointed to the MC under clause 63 need not, however, be a member of the organisation.
- 57 A person will not be eligible for election or appointment to the MC if he/she is: -
- 57.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- 57.2 an employee of the organisation.

Initial charity trustees

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

Election, retiral, re-election

- 59 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 57) to be a charity trustee.
- 60 The MC may at any time appoint any member (unless he/she is debarred from membership under clause 57) to be a charity trustee.
- 61 At each AGM, all of the charity trustees elected/appointed under clauses 59 and 60 (and, in the case of the first AGM, those deemed to have been appointed under clause 58) shall retire from office - but shall then be eligible for re-election under clause 59.
- 62 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 62.1 he/she advises the MC prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
- 62.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

62.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

63 In addition to their powers under clause 60, the MC may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 54, and providing he/she is not debarred from membership under clause 57) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the MC.

64 At each AGM, all of the charity trustees appointed under clause 63 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

65 A charity trustee will automatically cease to hold office if: -

65.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

65.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

65.3 (in the case of a charity trustee elected/appointed under clauses 58 to 62) he/she ceases to be a member of the organisation;

65.4 he/she becomes an employee of the organisation;

65.5 he/she gives the organisation a notice of resignation, signed by him/her;

65.6 he/she is absent (without good reason, in the opinion of the MC) from more than three consecutive meetings of the MC - but only if the MC resolves to remove him/her from office;

65.7 he/she is removed from office by resolution of the MC on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82);

65.8 he/she is removed from office by resolution of the MC 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

65.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

66 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -

66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

66.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

66.3 (in the case of a resolution under paragraph 65.7 or 65.8) at least two thirds (to the nearest round

number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

67 The MC must keep a register of charity trustees, setting out

67.1 for each current charity trustee:

67.1.1 his/her full name and address;

67.1.2 the date on which he/she was appointed as a charity trustee; and

67.1.3 any office held by him/her in the organisation;

67.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

67.2.1 the name of the charity trustee;

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

67.2.3 the date on which he/she ceased to be a charity trustee.

68 The MC must ensure that the register of charity trustees is updated within 28 days of any change:

68.1 which arises from a resolution of the MC or a resolution passed by the members of the organisation; or

68.2 which is notified to the organisation.

69 If any person requests a copy of the register of charity trustees, the MC 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 MC 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

70 The charity trustees must elect (from among themselves) a Convener, a treasurer and a secretary.

71 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.

73 A person elected to any office will automatically cease to hold that office: -

73.1 if he/she ceases to be a charity trustee; or

73.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of MC

74 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the MC; and the MC may exercise all the powers of the organisation.

75 A meeting of the MC at which a quorum is present may exercise all powers exercisable by the MC.

76 The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the MC to take any particular step or

direct the MC not to take any particular step; and the MC shall give effect to any such direction accordingly.

Charity trustees - general duties

- 77 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
- 77.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- 77.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 77.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- 77.3.1 put the interests of the organisation before that of the other party;
- 77.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- 77.4 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.
- 78 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 78.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 78.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 79 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 80 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 80 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
- 81 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 82 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the MC from time to time.
- 83 The code of conduct referred to in clause 82 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the

duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

Decision-Making by the Charity Trustees

Notice of MC meetings

- 84 Any charity trustee may call a meeting of the MC or ask the secretary to call a meeting of the MC.
- 85 At least 7 days' notice must be given of each MC meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at MC meetings

- 86 No valid decisions can be taken at a MC meeting unless a quorum is present; the quorum for MC meetings is one third of all charity trustees, present in person.
- 86.1 The MC may at its own discretion choose to hold meetings other than by having each trustee present in the same physical location. A trustee participating by means of video-conferencing or otherwise shall be deemed to be present in person
- 87 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 88 The Convener of the organisation should act as chair of each MC meeting.
- 89 If the Convener is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.
- 90 Every charity trustee has one vote, which must be given personally.
- 91 All decisions at MC meetings will be made by majority vote.
- 92 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 93 The MC may, at its discretion, allow any person to attend and speak at a MC meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 94 A charity trustee must not vote at a MC meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 95 For the purposes of clause 94: -
- 95.1 an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent,

brother/sister etc) shall be deemed to be held by that charity trustee;

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

Minutes

- 96 The MC must ensure that proper minutes are kept in relation to all MC meetings and meetings of sub-committees.
- 97 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.
- 98 This clause is void.
- 99 This clause is void.

Administration

Delegation to sub-committees

- 100 The MC may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 101 The MC may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 102 When delegating powers under clause 100 or 101, the MC must set out appropriate conditions (which must include an obligation to report regularly to the MC).
- 103 Any delegation of powers under clause 100 or 101 may be revoked or altered by the MC at any time.
- 104 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the MC.

Operation of accounts

- 105 Subject to clause 106, the signatures of two out of three signatories appointed by the MC will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 106 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 105.

Accounting records and annual accounts

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

Miscellaneous

Winding-up

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

Alterations to the constitution

- 111 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.
- 112 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 113 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:-
- 113.1 any statutory provision which adds to, modifies or replaces that Act; and
- 113.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.
- 114 In this constitution:-
- 114.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 114.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.