

SCVO Model Voluntary Society Constitution

CONSTITUTION

of

[**Dumfries and Galloway Fine Arts Society**]

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GENERAL

Name of society

- 1 The name of the Society is 'The Dumfries and Galloway Fine Arts Society' and herein be referred to as 'The Society'.

Purposes

- 2 The Society's purposes are:
 - (a) The Society shall promote the Fine Arts and Artistic Crafts, and
 - (b) shall foster and encourage the practice and appreciation of drawing, painting, emerging arts and associated Artistic Crafts.

Powers

- 3 In pursuance of the purposes set out in clause 2 (but not otherwise), the Society shall have the following powers:
 - (a) To hold exhibitions of members' art work
 - (b) To hold talks and workshops
 - (c) To carry out any other activities which further any of the above purposes.
 - (d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the society's activities.
 - (e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Society.
 - (f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Society.
 - (g) To employ such staff, for example demonstrators for workshops etc, as are considered appropriate for the conduct of the society's activities.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).

- (j) To invest any funds which are not immediately required for the society's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the society's purposes.
 - (l) To establish and/or support any charity, and to make donations for any charitable purpose falling within the society's purposes.
 - (m) To form any company or Scottish charitable incorporated organisation (SCIO) with similar purposes to those of the society, and, if considered appropriate, to transfer to any such company (but, if the society is a charity at the time, only if that company is a charity) or SCIO (without any payment being required from the company or SCIO) the whole or any part of the society's assets and undertaking.
 - (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the society's activities.
 - (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (p) To do anything which may be incidental or conducive to the furtherance of any of the society's purposes.
- 4 No part of the income or property of the society may be paid or transferred (directly or indirectly) to the members - either in the course of the society's existence or on dissolution - except where this is done in direct furtherance of the society's purposes.
- 5 Clause 4 does not prevent the society making any payment which is permitted under clauses 87 to 91 (remuneration and expenses).

General structure

- 6 The structure of the society consists of:
- (a) the MEMBERS - who have the right to participate in the annual general meeting (and any special general meeting) and have important powers under the constitution; for example, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself;
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and

generally control the activities of the society; for example, the management committee is responsible for monitoring and controlling the financial position of the society.

MEMBERS

Qualifications for membership

- 7 Membership shall be open to any individual who is aged over 16 years and has paid appropriate membership fees.

The Society shall be composed of members as follows:

- a) Member – an applicant may be admitted as a member upon full payment of appropriate fees.
- b) Honorary Life Member - Honorary Life Membership of The Society may be conferred at an Annual General Meeting, or on the recommendation of the Committee to those who have conspicuously aided The Society.
- Persons who have served The Society by their dedication and contribution over an extended period, or as recommended by the Management Committee.

Application for membership

- 8 Any person who wishes to become a member must submit an application for membership (in writing or by email, or via website)
- 9 The management committee may, at its discretion, refuse to admit any person to membership.

Membership subscription

- 10 Membership subscription shall be payable.
- The annual subscription and fees shall be decided by the management committee.
 - All subscriptions are due on the 1st of January and are payable to the Treasurer.
 - Those whose subscriptions are in arrears at 1st March will not be entitled to the privileges of the society
 - Notification of resignation from the society should be given to the Secretary by 31st December.

Register of members

- 11 The management committee must maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.
- 12 If a member, or management committee member, requests a copy of the register of members, the management committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (where they are not a member of the management committee), the management committee may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 13 Any person who wants to withdraw from membership must submit a notice of withdrawal to the society (either in writing or by email); they will cease to be a member as from the time when the notice is received by the society.

Transfer of membership

- 14 Membership of the society may not be transferred by a member.

Re-registration of members

- 15 The management committee may, at any time, issue notices to the members (either in writing or by email) requiring them to confirm that they wish to remain as members of the society, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the management committee.
- 16 If a member fails to provide confirmation to the management committee (in writing or by email) that they wish to remain as a member of the society before the expiry of the 28-day period referred to in clause 15, the management committee may expel them from membership.
- 17 A notice under clause 15 will not be valid unless it refers specifically to the consequences (under clause 16) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 18 Any person may be expelled from membership by way of a resolution passed in compliance with clause 44 (requirement for two thirds majority) at a general meeting (meeting of members), providing the following procedures have been observed:
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination of membership

- 19 Membership of the society will terminate on death.

DECISION-MAKING BY THE MEMBERS

- 20 The management committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year, usually in April.
- 21 The gap between one AGM and the next must not be longer than 15 months.
- 22 Notwithstanding clause 21, an AGM does not need to be held during the calendar year in which the society is formed; but the first AGM must still be held within 15 months of the date on which the society is formed.
- 23 The business of each AGM must include:
- (a) a report by the chair on the activities of the society;
 - (b) consideration of the annual accounts of the society;
 - (c) minutes of previous AGM
 - (d) the election/re-election of members of the management committee, as referred to in clauses 65 to 69.
 - (e) the election/re-election of members to any relevant sub-committees
- 24 The management committee may arrange a special general meeting at any time.

Power to request the management committee to arrange a special general meeting

- 25 The management committee must arrange a special general meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 5% or more of the total membership of the society at the time, providing:
- (a) the notice states the purposes for which the meeting is to be held; and
 - (b) those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act (where the society is a charity at the time), or any other statutory provision.
- 26 A notice under clause 25 may take the form of:
- (a) two or more documents in the same terms, each signed by one or more members; and/or
 - (b) a number of emails, each issued by a member;

and the management committee will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 5% threshold referred to in clause 26.

- 27 If the management committee receive a notice under clause 26, 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 general meetings

- 28 At least 14 clear days' notice must be given of any AGM or any special general meeting.
- 29 The notice calling a general meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) in the case of any resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 - (b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 30 The reference to "clear days" in clause 29 shall be taken to mean that, in calculating the period of notice:
- (a) the day after the notice is posted (or sent by e-mail) should be excluded; and

- (b) the day of the meeting should also be excluded.
- 31 Notice of every general meeting must be given to all the members of the society, and to all the members of the management committee; but the accidental omission to give notice to one or more members or management committee members will not invalidate the proceedings at the meeting.
- 32 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 notified by them to the society; or
 - (b) sent by e-mail to the member, at the email address last notified by them to the society.
- 33 If members of the society and management committee members are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see clause 37), the notice (or notes accompanying the notice) must:
 - (a) set out details of how to connect and participate via that link or links.
- 34 [Where a general meeting is to involve participation solely via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 37) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.]
- 35 [Where clause 34 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.]

Procedure at general meetings

- 36 The management committee may if they consider appropriate (and must, if required under clause 37) make arrangements for members and management committee members to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
 - (a) the means by which members and management committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which

are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

- (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 35; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and management committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and management committee members (if any) who are attending in person (and vice versa).
- 37 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the management committee must make arrangements for members and management committee members to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 36 will apply.
- 38 A general meeting may involve two or more members or management committee members participating via attendance in person while other members and/or management committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 39 The quorum for a general meeting is [5%] members, present in person.
- 40 If a quorum is not present within 15 minutes after the time at which a general meeting was due to start - or if a quorum ceases to be present during a general 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.
- 41 The chair of the society should act as chairperson of each general meeting.
- 42 If the chair of the society is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the members of the management committee present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

Voting at general meetings

- 43 Every member has one vote, which must be given personally (subject to clause 50).
- 44 All decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 45.
- 45 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a general meeting (or if passed by way of a resolution agreed to in writing or by email under clause 53):
- (a) a resolution amending the constitution;
 - (b) a resolution expelling a person from membership under clause 17;
 - (c) a resolution removing a person from office as a management committee member under paragraph (a) of clause 72;
 - (d) a resolution directing the management committee to take any particular step (or directing the management committee not to take any particular step) under clause 82;
 - (e) a resolution for the dissolution of the society.
- 46 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.
- 47 A resolution put to the vote at a general meeting will be decided on a show of hands unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 48 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the management committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 49 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 50 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause

48, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

Technical objections to remote participation in general meetings

- 51 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the management committee in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
- (a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
 - (b) the general meeting need not be held in any particular place;
 - (c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - (d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - (e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the management committee) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

- 52 A resolution agreed to in writing (or by e-mail) by the required majority (see clause 54) of the members who would have been entitled (as at the date on which it is circulated) to vote on it if it had been proposed at a general meeting will (subject to clauses 54 and 56) be as valid as if it had been passed at a general meeting; and the date of the resolution will be taken to be the date on which the last member agreed to it.
- 53 A copy of any proposed resolution under clause 52 must be sent (in writing or by email; and at the same time, so far as reasonably possible) to all those members entitled to vote on it; and it must be accompanied in each case by a statement:

- (a) informing the member how to give their agreement to the resolution; and
 - (b) notifying the member of the date when the resolution would lapse if the required majority of the members have not given their agreement by that date (see clause 55).
- 54 For the purposes of clauses 52 and 55, "required majority" means:
- (a) in the case of a resolution of the nature referred to in clause 45 (requirement for two thirds majority) – two thirds or more;
 - (b) in the case of any other resolution - more than half;
- and on the basis that (if all members have voting rights) these proportions are to be applied to the total membership of the society at the time.
- 55 In order for a resolution to be valid under clause 52, it must be agreed to by the required majority of the members within 28 days after it is circulated.
- 56 A resolution to remove a management committee member cannot be dealt with via a resolution agreed to in writing or by email under clause 52.

Minutes

- 57 The management committee must ensure that proper minutes are kept in relation to all general meetings and that a proper record is kept of all resolutions agreed to in writing or by email under clauses 52 to 56.
- 58 Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 59 The records of resolutions kept under clause 57 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.
- 60 [The management committee shall make available copies of the minutes, and records of resolutions, referred to in clause 57 to any member of the public requesting them; but on the basis that the management committee may exclude confidential material to the extent permitted under clause 121.]

MANAGEMENT COMMITTEE

Number of management committee members

- 61 The maximum number of management committee members is 12 out of that:
- (a) no more than 50% shall be management committee members who were elected/appointed under clauses 66 to 69 (the initial management committee members being deemed to fall within this category); and
 - (b) no more than [25%] shall be management committee members who were co-opted under the provisions of clauses 70 and 71.
- 62 The minimum number of management committee members is [3] (Chair person, secretary and treasurer).

Eligibility

- 63 A person shall not be eligible for election/appointment to the management committee under clauses 66 to 69 unless they are a member of the society; a person appointed to the management committee under clauses 70 and 71 need not, however, be a member of the society.
- 64 A person will not be eligible for election or appointment to the management committee if they are:
- (a) disqualified from being a charity trustee under the Scottish Charities Act (even if the society is not a charity at the time); or
 - (b) an employee of the society.

Initial management committee members

- 65 The individuals who are the initial management committee members (as referred to in clause 138) shall be deemed to have been appointed under clauses 66 to 69 with effect from the date of adoption of this constitution.

Election, retiral, re-election

- 66 At each AGM, the members may elect any member (subject to clause 61, and providing they are not debarred under clause 64) to be a management committee member.
- 67 The management committee may at any time appoint any member (subject to clause 61, and providing they are not debarred under clause 64) to be a management committee member.

- 68 At each AGM, all of the management committee members elected/appointed under clauses 66 and 67 (and, in the case of the first AGM, including the initial management committee members) shall retire from office - but shall then be eligible for re-election under clause 66.
- 69 A management committee member retiring at an AGM will be deemed to have been re-elected unless:
- (a) they advise the management committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a management committee member; or
 - (b) an election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted management committee members

- 70 In addition to their powers under clause 67, the management committee may at any time appoint any non-member of the society to be a management committee member (subject to clause 61, and providing they are not debarred under clause 64) on the basis that they have specialist experience and/or skills which could be of assistance to the management committee.
- 71 At each AGM, all of the management committee members appointed under clause 70 shall retire from office - but shall then be eligible for re-appointment by the management committee (after the AGM) under that clause.

Termination of office

- 72 A member of the management committee will automatically cease to hold office if:
- (a) they become disqualified from being a charity trustee under the Scottish Charities Act (even if the society is not a charity at the time);
 - (b) they become incapable for medical reasons of carrying out their duties as a member of the management committee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - (c) (in the case of a management committee member elected/appointed under clauses 66 to 69, or any of the initial management committee members) they cease to be a member of the society;

- (d) they become an employee of the society;
- (e) they give the society a notice of resignation (either in writing or by email);
- (f) they are absent (without good reason, in the opinion of the management committee) from more than three consecutive meetings of the management committee – but only if the management committee resolve to remove them from office;
- (g) they are removed from office by resolution of the management committee on the grounds that they are considered to have committed a serious breach of the code of conduct for management committee members (as referred to in clause 92);
- (h) (if the society is a charity at the time) they are removed from office by resolution of the management committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act; or
- (i) they are removed from office by a resolution of the members passed at a general meeting.

73 A resolution under paragraph (g), (h) or (i) of clause 72 shall be valid only if:

- (a) the management committee member concerned is given reasonable prior written notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;
- (b) the management committee 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
- (c) (in the case of a resolution under paragraph (g) or (h)) at least two thirds (to the nearest round number) of the management committee members then in office vote in favour of the resolution; and
- (d) (in the case of a resolution under paragraph (i)) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of management committee members

- 74 The management committee must keep a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.
- 75 If any person requests a copy of the register of management committee members, the management committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a management committee member, the management committee may provide a copy which has the addresses blanked out - if the society is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 76 The management committee members must elect (from among themselves) a chair, a treasurer and a secretary.
- 77 In addition to the office-bearers required under clause 76, the management committee members may elect (from among themselves) further office bearers if they consider that appropriate.
- 78 All of the office bearers will cease to hold office at the conclusion of each AGM but may then be re-elected by the management committee (after the AGM) under clause 76 or 77.
- 79 A person elected to any office will automatically cease to hold that office:
- (a) if they cease to be a member of the management committee; or
 - (b) if they give to the society a notice of resignation from that office (either in writing or by email).

Powers of management committee

- 80 Except where this constitution states otherwise:
- (a) the society (and its assets and undertaking) will be managed by the management committee; and
 - (b) the management committee may exercise all the powers of the society.

- 81 A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
- 82 The members may, by way of a resolution passed in compliance with clause 45 (requirement for two thirds majority), direct the management committee to take any particular step or direct the management committee not to take any particular step; and the management committee shall give effect to any such direction accordingly.

Management committee members - general duties

- 83 Each of the management committee members has a duty, in exercising functions as a management committee member, to act in the interests of the society; and, in particular, must:
- (a) seek, in good faith, to ensure that the society acts in a manner which is in accordance with its purposes;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the society and any other party:
 - (i) put the interests of the society before that of the other party; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the society and refrain from participating in any deliberation or decision of the other management committee members with regard to the matter in question;
 - (d) (if the society is a charity at the time) ensure that the society complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.
- 84 In addition to the duties outlined in clause 83, all of the management committee members must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a management committee member is corrected by the management committee member concerned and not repeated; and

- (b) that any management committee member who has been in serious or persistent breach of those duties is removed as a management committee member.

Conflicts of interest involving management committee members - general

- 85 The management committee must use every effort to ensure that conflicts of interest involving management committee members (including those which relate to individuals or bodies connected with management committee members) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
- (a) clauses 86 and 89 require management committee members to declare any personal interest which they may have in any transaction or other arrangement with the society;
 - (b) clause 110 prohibits a management committee member with a personal interest in a proposed arrangement from voting on the question of whether the society should enter into that arrangement;
 - (c) clause 88 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a management committee member (or where the management committee member might benefit from remuneration paid to a connected party).
- 86 In addition to complying with the provisions referred to in clause 85:
- (a) the management committee must maintain a register of management committee members' interests;
 - (b) the chairperson of each management committee meeting must invite declarations of interest, shortly after the start of the meeting;
 - (c) the minutes of each management committee meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

- 87 No management committee member may serve as an employee (full time or part time) of the society; and no management committee member may be given any remuneration by the society for carrying out their duties as a management committee member.

- 88 Where a management committee member provides services to the society 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 management committee must be satisfied that it would be in the interests of the society to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the management committee members must be receiving remuneration from the society (or benefit from remuneration of that nature).
- 89 Provided they have declared their interest - and have not voted on the question of whether or not the society should enter into the arrangement - a management committee member will not be debarred from entering into an arrangement with the society in which they have a personal interest where that is not prohibited by clause 87 or 88; and (subject to clause 88 and – if the society is a charity at the time – subject to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.
- 90 The society may also enter into an arrangement with a member who is not a management committee member (or with a person or body connected with a member who is not a management committee member) under which that member (or the connected person or body) receives payment for goods or services provided by them to the society, but only if:
- (a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the society's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
 - (b) the management committee members are satisfied, after careful consideration, that the arrangement is in the best interests of the society;
- and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the society or makes a loan to the society.
- 91 The management committee members 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 management committee members

- 92 Each of the management committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the management committee from time to time.
- 93 The code of conduct referred to in clause 92 shall be supplemental to the provisions relating to the conduct of management committee members contained in this constitution and (if the society is a charity at the time) the duties imposed on charity trustees under the Scottish Charities Act; 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 MANAGEMENT COMMITTEE MEMBERS

Notice of management committee meetings

- 94 Any management committee member may call a meeting of the management committee or may ask the secretary to call a meeting of the management committee.
- 95 At least 7 days' notice must be given of each management committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 96 If management committee members are to be permitted to participate in a management committee meeting by way of audio and/or audio-visual link(s), the management committee members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those management committee members who may have difficulties in using a computer or laptop for this purpose) the management committee members' attention should be drawn to the following options:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at management committee meetings

- 97 No valid decisions can be taken at a management committee meeting unless a quorum is present; the quorum for management committee meetings is [50%] management committee members, present in person.
- 98 An individual participating in a management committee meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a management committee member, will be deemed to be in attendance) at the meeting.
- 99 If at any time the number of management committee members in office falls below the number stated as the quorum in clause 97, the remaining management committee member(s) will have power to fill the vacancies or call a general meeting - but will not be able to take any other valid decisions.
- 100 The chair of the society should act as chairperson of each management committee meeting.
- 101 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the management committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 102 Every management committee member has one vote, which must be given personally (subject to clause 108).
- 103 All decisions at management committee meetings will be made by majority vote.
- 104 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.
- 105 The management committee may if they consider appropriate (and must, if this is required under clause 106), allow management committee members to participate in management committee meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
 - (a) the means by which management committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the management committee members - a barrier to participation; and

- (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those management committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those management committee members (if any) who are attending in person (and vice versa).
- 106 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed management committee meeting would not be possible or advisable for one or more of the management committee members, the management committee must make arrangements for management committee members to participate in that management committee meeting by way of audio and/or audio-visual link(s); and on the basis that:
 - (a) the requirements set out in paragraphs (a) and (b) of clause 105 will apply; and
 - (b) the management committee must use all reasonable endeavours to ensure that all management committee members have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 107 A management committee meeting may involve two or more management committee members participating via attendance in person while other management committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 108 Where a management committee member or management committee members are participating in a management committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 109 The management committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a management committee meeting notwithstanding that they are not a management committee member - but on the basis that they must not participate in decision-making.
- 110 A management committee member must not vote at a management committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the society; they must withdraw from the meeting while an item of that nature is being dealt with.

- 111 For the purposes of clause 110:
- (a) an interest held by an individual who is “connected” with the management committee member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that management committee member (even if the society is not a charity at the time);
 - (b) a management committee member will (subject to clause 112) be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.
- 112 Where a subsidiary of the society has an interest in a particular matter which is to be considered by the management committee, a management committee member who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation

- 113 The principles set out in clause 51 (technical objections to remote participation) shall apply in relation to remote participation and voting at management committee meetings, as if each reference in that clause to a member were a reference to a management committee member and each reference in that clause to a general meeting were a reference to a management committee meeting.

Management committee resolutions agreed in writing or by email

- 114 A resolution agreed to in writing (or by email) by a majority of the management committee members then in office shall (subject to clauses 115 and 116) be as valid as if duly passed at a management committee meeting.
- 115 A resolution under clause 114 shall not be valid unless a copy of the resolution was circulated to all of the management committee members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 116.
- 116 If a resolution is circulated to the management committee members under clause 115, any one or more management committee members may, following receipt of a copy of the resolution, notify the secretary that they consider that a management committee meeting should be held to discuss the matter which is the subject of the resolution; and if

any such notification is received by the secretary prior to the cut-off time:

- (a) the secretary must convene a management committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- (b) the resolution cannot be treated as valid under clause 114 unless and until that management committee meeting has taken place;
- (c) the management committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that management committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the management committee members then in office.

Minutes

- 117 The management committee must ensure that proper minutes are kept in relation to all management committee meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the management committee members under clause 114.
- 118 The minutes to be kept under clause 117 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 119 The records of resolutions kept under clause 117 must include the names of those management committee members who agreed to the resolution (as well as the names of any management committee members who stated that they disagreed with the resolution); and should be signed by the chair of the society.
- 120 [The management committee shall (subject to clause 121) make available copies of the minutes and records of resolutions referred to in clause 117 to any member of the public requesting them.] **CLAUSE 120 IS OPTIONAL**
- 121 [The management committee may exclude from any copy minutes, or records of resolutions, made available to a member of the public under clause 120 any material which the management committee considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the society or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.]

ADMINISTRATION

Delegation to sub-committees

- 122 The management committee may delegate any of their powers to sub-committees; a sub-committee must include at least one management committee member, but other members of a sub-committee need not be management committee members.
- 123 The management committee may also delegate to the chair of the society (or the holder of any other post) such of their powers as they may consider appropriate.
- 124 When delegating powers under clause 122 or 123, the management committee must set out appropriate conditions (which must include an obligation to report regularly to the management committee).
- 125 Any delegation of powers under clause 122 or 123 may be revoked or altered by the management committee at any time.
- 126 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the management committee.

Operation of accounts

- 127 The management committee should ensure that the systems of financial control adopted by the society in relation to the operation of the society's bank accounts (including online banking) reflect the recommendations made from time to time by the society's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

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

- (b) if an audit is not carried out, the management committee must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Dissolution

- 130 The members may, by way of a resolution passed in compliance with clause 45 (requirement for two thirds majority), resolve that the society be dissolved.
- 131 If a resolution to dissolve the society is passed under clause 130, the management committee shall have power to dispose of any assets held by or on behalf of the society - and any assets remaining after satisfaction of the debts and liabilities of the society shall be transferred to some other body or bodies having purposes similar to those of the society [which is/are a charity or charities at the time][which (in each case, if there are two or more bodies) have a constitution prohibiting the distribution of profits (and of surplus assets on a winding-up) to members].
- 132 The identity of the body or bodies to which assets are transferred under clause 131 shall be determined by the members of the society at, or prior to, the time of dissolution.
- 133 For the avoidance of doubt, no part of the income or property of the society shall (otherwise than in pursuance of the society's purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the society's existence or on dissolution.

Alterations to the constitution

- 134 This constitution may (subject to clause 135) be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority referred to in clause 45) or by way of a resolution of the members agreed in writing or by email under clause 52.
- 135 The Scottish Charities Act prohibits charities from taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR); if the society is a charity at the time, it must obtain OSCR's consent accordingly, before taking the relevant step.

Interpretation

- 136 References in this constitution to the Scottish Charities Act 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) above.

137 In this constitution:

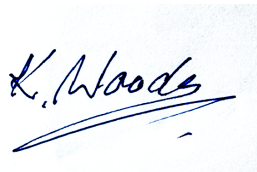
- (a) "Scottish Charities Act" means (subject to clause 136) the Charities and Trustee Investment (Scotland) Act 2005;
- (b) "charity" means a body which is entered in the Scottish charity register;
- (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Initial members of the management committee

138 The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on Friday 19th April 2024 at the AGM

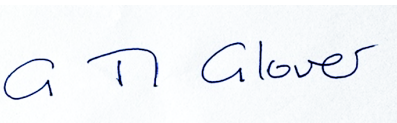
Signature



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Address

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Name

Kathleen Woods

Position

Chair

Name

Gill Glover

Position

Treasurer

Name

Rachel Hennessy

Position

Secretary