

**CONSTITUTION**  
**OF**  
**FUTURE WOODLANDS SCOTLAND SCIO**

## **Definitions & Interpretation**

- 1 In the Constitution unless the context prohibits, the following definitions and interpretation provisions shall apply:-

**the Act** - The Charities and Trustee Investment (Scotland) Act 2005;

**Activities** - comprise the following:-

- (i) researching, evaluating or demonstrating sustainable forest projects' contributions to carbon sequestration;
- (ii) encouraging or supporting such research, dissemination of its results and the long term maintenance and evaluation of relevant data;
- (iii) raising awareness of the contribution which sustainable management of native woodlands can make to environmental improvement, conservation of the native heritage or the economic vitality of communities;
- (iv) demonstrating the contribution of native woodlands towards biodiversity and mitigation of and adaptation to climate change;
- (v) encouraging communication and collaboration among parties interested in achieving the foregoing; and
- (vi) encouraging public access to native woodlands for leisure, social or educational activities or pursuits;

**Authorised Representative** - an authorised representative of an Institutional Member appointed, and with the powers under, clause 13 and, unless indicated to the contrary by the relevant Institutional Member, any Nominated Charity Trustee of that Institutional Member shall be its Authorised Representative automatically (and its Authorised Representative with priority where more than one Authorised Representative has been nominated);

**Board** - the governing body of Charitable Trustees, formed, and with the powers, under the Constitution;

**Chairman** - the chairman of the Board elected under clause 49 (who is also the chairman of the Organisation);

**charitable purpose** - a charitable purpose under section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts (as understood by HM Revenue & Customs, from time to time);

**Charity** - a body which is either a “Scottish charity” within the meaning of sections 13 and 106 of the Act 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;

**Charity Trustees** - the charity trustees of the Organisation within the meaning in the Act (and **charity trustees** when referred to in the Constitution shall have that meaning in the Act);

**the Constitution** - this constitution of the Organisation, as may be altered from time to time, and registered with OSCR;

**Founder Member** - each of BP Operating Company Limited, The Royal Society for the Protection of Birds, The Woodland Trust and the Forestry Commissioners (acting through its agency, Forest Enterprise Scotland) and, for each, any successor of it principally continuing its functions or activities;

**Institutional Member** - a Member which is anybody other than a natural person (such as a body corporate or unincorporated, limited partnership, association, governmental agency or other legally recognised body, entity or organisation);

**Members** - the members of the Organisation for the time being and from time to time and shall include Founder Members and Institutional Members unless the context requires otherwise;

**Nominated Charity Trustee** - a Charity Trustee appointed by any of the Founder Members under clause 43.3;

**Organisation** - the organisation to be formed (as a SCIO) on registration of the Constitution with OSCR;

**OSCR** - the Office of the Scottish Charity Regulator and any successor principally continuing its functions or activities;

**SCIO** - a Scottish Charitable Incorporated Organisation (within the meaning of the Act);

**SFA** - an alliance of founding organisations established in December 2000/January 2001 broadly to practice sustainable forestry and to create nearly 11,000 hectares of new forest habitat over 200 years;

**Sites** - the fourteen sites identified by SFA each owned or managed by a Founder Member and providing the 11,000 hectares of new forest habitat referred to in the SFA definition;

- (i) any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time;
- (ii) words or expressions importing one gender include all genders; and the singular number include the plural, and vice versa;
- (iii) references to membership are to membership of the

Organisation; and (iv) words or expressions given a certain meaning for the Act shall have the same meaning in the Constitution; (v) references in the Constitution to any statute shall include any statutory provision which adds to, modifies or replaces that statute and any statutory instrument issued in pursuance of that statute or in pursuance of any such statutory provision; and (vi) any reference to a person shall include any natural or legal person, any body corporate or unincorporated, or other legally recognised body, entity or organisation.

### **Type and Structure**

- 2 The Organisation, upon registration, will be a SCIO. The structure of the Organisation is two tier with (i) Members; and (ii) Charity Trustees; although Members may also be Charity Trustees. The Members shall have certain duties prescribed by the Act and shall have overall control of the constitutional and governance structure of the Organisation, its purposes and its winding up. The Charity Trustees shall have all the duties of charity trustees under the Act and the Constitution, shall have responsibility for the day to day management and control of the Organisation's activities and for that purpose may exercise all the Organisation's powers.

### **Scottish principal office**

- 3 The principal office of the Organisation will be, and at all times will remain, in Scotland.

### **Name**

- 4 The Organisation's name is "Future Woodlands Scotland SCIO".

### **Objects/Purposes**

- 5 The Organisation's objects/purposes are (i) the advancement of education, science and environmental protection or improvement; and (ii) the provision of recreational opportunities.

### **Focus of Activities**

- 6 Unless otherwise decided by a Members' resolution within clause 36, the Organisation's objects/purposes shall be carried out, in preference (i) on, or by reference to, the Sites or previous Site related Activities; and (ii) by one or more Activities.

### **Powers**

- 7 The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

### **Restriction on distributions**

- 8 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**

- 9 The Members 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.
- 10 The Members and the Charity Trustees have certain legal duties under the Act 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**

- 11 Employees of the Organisation are not eligible for membership. A person who becomes an employee of the Organisation after admission to membership shall cease automatically to be a Member.
- 12 Membership shall be considered by the Board from any person who/which (i) demonstrates a good understanding of, and support for, the Organisation's purposes; and (ii) a willingness to make valuable contribution to the Organisation's activities; but the Board may, at its discretion, refuse to admit any applicant to membership. The Board shall notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit to membership.
- 13 Each Institutional Member, whilst it is a Member, shall be entitled to nominate a natural person or persons to be its representative(s) to vote for that Institutional Member and exercise that Institutional Member's other rights as a Member in relation to the Organisation.
- 14 An Institutional Member shall be entitled to remove any Authorised Representative so nominated by it and appoint another to act in his place, either permanently or temporarily, at any time and from time to time. Any such appointment or removal shall take effect at the earliest time that written notice thereof signed by an officer of, or other individual with apparent authority from, the relevant Institutional Member, is received at the Organisation's registered office or produced at the Members' meeting or before any Members' resolution or decision for which it is intended to have effect.
- 15 Where there is more than one Authorised Representative for an Institutional Member that Institutional Member may rank priority for its representation between or among those Authorised Representatives, failing which, if necessary, the Organisation may resolve that priority, should there be competition.

- 16 Where an Institutional Member appoints more than one Authorised Representative only one may exercise the rights of the Institutional Member in relation to the Organisation, and in the case of competition, the Authorised Representative with priority will be preferred – priority to be resolved as above.

### **Register of Members**

- 17 The Board shall keep a register of Members, setting out:-
- 17.1 for each current Member:-
- 17.1.1 the Member's full name and address; and
- 17.1.2 the date of registration as a Member.
- 17.2 for each former Member - for at least 6 years from the date of cessation as a Member:-
- 17.2.1 the Member's name; and
- 17.2.2 the date of cessation as a Member.
- 18 The Board must ensure that the register of Members is updated within 28 days of any change:-
- 18.1 which arises from a resolution of the Board or a resolution passed by the Members; or
- 18.2 which is notified to the Organisation.
- 19 If a Member or Charity Trustee requests a copy of the register of Members, the Board must ensure that a copy is supplied within 28 days, providing the request is reasonable; if the request is made by a Member the Board may provide a copy which has the Members' addresses blanked out.

### **Withdrawal from membership**

- 20 Any person who wants to withdraw from membership must give a duly signed written notice of withdrawal to the Organisation and will cease to be a Member as from the time when the notice is received by the Organisation.

### **Transfer of membership**

- 21 Membership may not be transferred.

### **Expulsion from membership**

- 22 Any person, other than a Founder Member, may be expelled from membership by way of a resolution passed by not less than three quarters of those present and voting at a Members' meeting, provided the following procedures have been observed. A Founder Member may be expelled from membership in the same manner only where the ground of removal is that the Founder Member has breached its duty under section 51 of the Act or that, in the sole opinion of the other Members, the Founder Member shall have acted in such a way as would bring the Organisation into disrepute and that in all the circumstances its removal from membership is justified to preserve the reputation of the Organisation. In either case, the procedures which must be observed are as follows:-
- 22.1 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; and
- 22.2 the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

### **Members' meetings**

- 23 The Board must arrange a meeting of Members in each calendar year (an **AGM**). The gap between one AGM and the next must not be longer than 15 months. The Board may arrange a special Members' meeting at any time.
- 24 Notwithstanding clause 23, 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.
- 25 The business of each AGM must include:-
- 25.1 a report by the chair on the activities of the Organisation;
- 25.2 consideration of the annual accounts of the Organisation;
- 25.3 the retiral/re-election of Charity Trustees, as referred to in clause 43.2.

### **Power to request the Board to arrange a special Members' meeting**

- 26 The Board must arrange a special Members' meeting if it is requested to do so by a notice (which may take the form of two or more documents in the same terms, each duly signed by

one or more Members) by Members who amount to 5% or more of the total membership of the Organisation at the time, provided:-

- 26.1 the notice states the purposes for which the meeting is to be held; and
  - 26.2 those purposes are not inconsistent with the terms of the Constitution, the Act or any other statutory provision.
- 27 If the Board 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 Members' meetings**

- 28 At least 14 clear days' notice must be given of any AGM or any special Members' meeting and the notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 28.1 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); and
  - 28.2 in the case of any other resolution falling within clause 36 (requirement for three quarters' majority) must set out the exact terms of the resolution.
- 29 The reference to "clear days" in clause 28 shall be taken to mean that, in calculating the period of notice:-
- 29.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 29.2 the day of the meeting itself should also be excluded.
- 30 Notice of every Members' meeting must be given to all Members, and to all Charity Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 31 Any notice which requires to be given to a Member must be:-
- 31.1 sent by post to the Member, at the address last notified by the Member to the Organisation; or
  - 31.2 sent by e-mail to the Member, at the e-mail address last notified by the Member to the Organisation.

### **Procedure at Members' meetings**

- 32 No valid decisions can be taken at any Members' meeting unless a quorum is present. The quorum for a Members' meeting is 3 Members present in person or by proxy or by Authorised Representatives.
- 33 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 or continue; 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.
- 34 The Chairman shall act as chairman of each Members' meeting. If the Chairman is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the Members present at the meeting must elect (from among themselves) the person who will act as chairman of that meeting (only).

#### **Voting at Members' meetings**

- 35 Every Member has one vote, which must be given personally or by proxy or by Authorised Representative. A Member, being a natural person, who wishes to appoint a proxy for voting purposes must lodge a duly executed written proxy form at the Organisation's registered office or with the chairman of the meeting, before the meeting at which the voting is intended to take place. Only one proxy may be appointed and he need not be a Member and a proxy shall have the same rights as his appointer.
- 36 Subject to clause 81, all decisions at Members' meetings will be made by majority vote - with the exception of the following resolutions which will be valid only (i) if passed by not less than three quarters of those voting on the resolution at a Members' meeting (or if passed by way of a written resolution under clause 38); and (ii) if it has any written consent specifically identified as required below:-
- 36.1 a resolution amending the Constitution which also has the written consent of all those Founder Members who are still Members at the time of that resolution;
- 36.2 a resolution expelling a person from membership under clause 22;
- 36.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
- 36.4 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);

- 36.5 a resolution to the effect that all of the Organisation's property, rights and liabilities should be transferred to another SCIO or Charity (or agreeing to the transfer to the Organisation from another SCIO or Charity of all of its property, rights and liabilities);
- 36.6 a resolution for the winding up or dissolution of the Organisation;
- 36.7 a resolution to change or add to the focus of Activities or the Activities themselves, as referred to in clause 6.
- 37 A resolution put to the vote at a Members' meeting will be decided on a show of hands - unless the chairman of the meeting (or at least two Members present in person or by Authorised Representative) ask for a secret ballot. The chairman of the meeting will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting. If there is an equal number of votes for and against any resolution, the chairman of the meeting will not be entitled to a second (casting) vote.

#### **Written resolutions by Members**

- 38 A resolution which has been circulated to all Members and which is agreed to in writing (or by e-mail) by Members of a number which would have been sufficient to approve the passing of that resolution at a Members' meeting 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 necessary for such approval agreed to it.

#### **Minutes**

- 39 The Board must ensure that proper minutes are kept in relation to all Members' meetings and shall include the names of those present and (so far as possible) should be signed by the chairman of the meeting.

#### **Number of Charity Trustees**

- 40 The maximum number of Charity Trustees is 6 or such greater number necessary to include all Nominated Charity Trustees from time to time. The minimum number of Charity Trustees is 3.

#### **Charity Trustee Eligibility**

- 41 A person will not be eligible for election or appointment to the Board if that person is an employee of the Organisation or is disqualified from being a charity trustee under the Act.

#### **Initial Charity Trustees**

- 42 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**

- 43 Subject to clause 41:-
- 43.1 The Members may elect any person to be a Charity Trustee;
- 43.2 The Board may at any time appoint any person to be a Charity Trustee but any such Board appointee must retire from office at the first AGM after his appointment – but may then be re-elected under clause 43.1; and
- 43.3 each of the Founder Members, whilst it is a Member, shall be entitled to nominate one person to be a Charity Trustee and the other Members shall not vote so as to remove from office any Charity Trustee so appointed, but each Founding Member shall be entitled to remove its nominee Charity Trustee from office and appoint another to act in his place at any time and from time to time. Any such appointment or removal shall take effect at the time that notice thereof signed by the relevant Founder Member is received at the Organisation's registered office or produced at a Board meeting.

### **Termination of office**

- 44 A Charity Trustee will automatically cease to hold office if that Charity Trustee:-
- 44.1 becomes disqualified from being a charity trustee under the Act;
- 44.2 becomes incapable for medical reasons of carrying out his duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than 6 months;
- 44.3 becomes an employee of the Organisation;
- 44.4 gives the Organisation his signed notice of resignation;
- 44.5 is absent (without good reason, in the opinion of the Board) from more than 3 consecutive meetings of the Board held over a period of more than 3 months - but only if the Board resolves to remove him from office;
- 44.6 is removed from office by resolution of the Board on the grounds that he is considered to have committed a material breach of any code of conduct for charity trustees (as referred to in clause 60);

- 44.7 is removed from office by resolution of the Board on the grounds that he is considered to have been in serious or persistent breach of his duties under section 66(1) or (2) of the Act; or
- 44.8 is not a Nominated Charity Trustee and is removed from office by a resolution of the Members passed at a Members' meeting.
- 45 A resolution under clause 44.6, 44.7 or 44.8 shall be valid only if:-
- 45.1 the Charity Trustee who is the subject of the resolution is given 21 days' prior written notice of the grounds upon which the resolution for his removal is to be proposed;
- 45.2 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
- 45.3 (in the case of a resolution under clause 44.6 or 44.7) at least three quarters of the Charity Trustees then in office vote in favour of the resolution.

### **Register of Charity Trustees**

- 46 The Board must keep a register of Charity Trustees, setting out:-
- 46.1 for each current Charity Trustee:-
- 46.1.1 his full name and address and that of any Member for which he is the Authorised Representative;
- 46.1.2 the date on which he was appointed as a Charity Trustee; and
- 46.3 any office held by him in the Organisation.
- 46.2 for each former Charity Trustee - for at least 6 years from the date on which he ceased to be a Charity Trustee:-
- 46.2.1 the name of the Charity Trustee and the name of any Member for which he was the Authorised Representative (if that was the case);
- 46.2.2 any office held by him in the Organisation; and
- 46.2.3 the date on which he ceased to be a Charity Trustee.
- 47 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:-

47.1 which arises from a resolution of the Board or a resolution passed by the Members; or

47.2 which is notified to the Organisation.

48 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to him within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee, the Board may provide a copy which has the names and addresses of any of the Charity Trustees blanked out – save that the names of Charity Trustees may only be removed if the Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

### **Office-bearers**

49 The Charity Trustees must elect (from among themselves) a chairman (of the Board) and a secretary and may elect (from among themselves) such further office-bearers if they consider that appropriate. The chairman of the Board shall be chairman of the Organisation.

50 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 49.

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

51.1 if he ceases to be a Charity Trustee; or

51.2 if he gives to the Organisation his signed notice of resignation from that office.

### **Powers of the Board**

52 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.

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

54 Subject to Clause 81, the Members may, by way of a resolution passed in compliance with clause 36 (requirement for three quarters' majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

### **Charity Trustees - general duties**

55 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:-

- 55.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
- 55.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 55.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:-
- 55.3.1 put the interests of the Organisation before that of the other party;
- 55.3.2 where any other duty prevents him 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;
- 55.4 ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Act.
- 56 In addition to the duties outlined in clause 55, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:-
- 56.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 56.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
- 57 Provided he has declared his 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 has a personal interest; and (subject to clause 58 and to the provisions relating to remuneration for services contained in the Act), he may retain any personal benefit which arises from that arrangement.
- 58 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 duties as a Charity Trustee.
- 59 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**

- 60 Each of the Charity Trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 61 The code of conduct referred to in clause 60 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in the Constitution and the duties imposed on charity trustees under the Act; and all relevant provisions of the Constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### **Notice of Board meetings**

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

### **Procedure at board meetings**

- 63 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 3 Charity Trustees (subject to clause 67), present in person. If at any time the number of Charity Trustees in office falls below that quorum number 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.
- 64 If the Chairman is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairman), the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairman of that meeting (only).
- 65 Every Charity Trustee has one vote, which must be given personally or given by an alternate duly appointed under clause 66; Subject to clause 81, all decisions at Board meetings will be made by majority vote; and if there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a second (casting) vote.
- 66 Any Charity Trustee may appoint any other Charity Trustee to be his alternate, to attend and vote at any Board meeting at which the Charity Trustee appointing him is not personally present and generally to perform all the functions of his appointer as a Charity Trustee in his absence; but an alternate shall not be entitled to any office which his appointer may have, and, without limitation, to the chairmanship (and any casting vote) which his appointer may have. Any such appointment and its removal shall be by notice to the Organisation by the Charity Trustee making or revoking the appointment or in any manner approved by the Board.
- 67 Subject to the Constitution:-
- 67.1 Charity Trustees participate in a Board meeting or part of a Board meeting when:-

- 67.1.1 the meeting has been called and takes place in accordance with the Constitution; and
- 67.1.2 they can each communicate to the others any information or opinions they have on any particular item of business of the meeting; and
- 67.2 in determining whether Charity Trustees are participating in a Board meeting it is irrelevant where any Charity Trustee is or how they communicate with each other and if all the Charity Trustees participating in a Board meeting are not in the same place they may decide that the Board meeting is to be treated as taking place wherever any of them is.
- 68 Subject to clause 81, a resolution in writing signed by a majority of the Charity Trustees (all Charity Trustees having been sent a copy of the resolution) shall be as valid as if duly passed at a Board meeting.
- 69 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he is not a Charity Trustee - but on the basis that he must not participate in decision-making.
- 70 A Charity Trustee 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 has a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; he must withdraw from the meeting while an item of that nature is being dealt with.
- 71 For the purposes of clause 70:-
- 71.1 an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee; and
- 71.2 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 is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### **Minutes**

- 72 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees and shall include the names of those present; and (so far as possible) should be signed by the chairman of the meeting.

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

- 73 The Board 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. The Board may also delegate to the chairman of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 74 When delegating powers under clause 73, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board). Any delegation of powers under clause 73 may be revoked or altered by the Board at any time.
- 75 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**

- 76 Subject to clause 77, the signatures of two out of three 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; at least one out of the two signatures must be the signature of a Charity Trustee.
- 77 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 76.

### **Accounting**

- 78 The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.

### **Winding-up**

- 79 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 Act.
- 80 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 the Constitution.

### **Alterations etc**

- 81 The Organisation shall not take any action which is prohibited by the Act or is so prohibited without the consent of OSCR (eg change of name, an alteration to the purposes, amalgamation, winding-up).