

# Milngavie in Bloom

## SCIO Constitution

### GENERAL

#### 1. Type of Organisation

The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation [SCIO]

#### 2. Principal Office

The principal office of the Organisation shall be, and must remain, in Scotland

#### 3. Name

The Organisation shall be called “Milngavie in Bloom”

#### 4. Purposes

The purposes of the Organisation shall be:-

- (a) To promote, through the participation of the Community, the advancement of environmental protection and improvement in Milngavie and its locality, by providing or encouraging the provision of displays of flowers, shrubs, trees and landscapes in places visible to the public;
- (b) To advance the education of the public concerning the natural environment through the development of environmental programmes. In furtherance thereof, but not otherwise, the Organisation shall seek to protect, preserve and enhance the environmental amenities of Milngavie and its locality with the aim of improving the conditions of life for the residents by promoting the prevention and control of litter and otherwise by promoting high standards of cleanliness in the streets and other public places.

#### 5. Powers

The Organisation shall have the power to do anything calculated to further its purposes or is conducive or incidental to doing so.

#### 6. Liability of Members

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

## **7. General Structure**

The structure of the Organisation comprises:

- (a) the MEMBERS – who have important rights and powers under this constitution
  
- (b) the COMMITTEE – which generally controls the activities of the Organisation and whose members are all Charity Trustees

## **MEMBERS**

### **8. Membership**

- (a) Membership of the Organisation is free of charge and shall be open to all residents of Milngavie and the surrounding area aged 18 or over on submission to the Secretary (or other Charity Trustee) of an application that includes the applicant's full name, postal address and, if they have one, their e-mail address.
  
- (b) The Committee may, at its discretion, refuse to admit any person to membership.
  
- (c) The Secretary shall notify applicants promptly in writing as to whether their application has been successful or not.
  
- (d) As required by charity law, the Committee shall keep a register of members recording the information referred to in Clause 8(a) and their admission date.
  
- (e) Unless required by law to do so, the Committee shall not disclose any of the information on the members' register to any person or organisation other than to a member of Milngavie in Bloom who makes a written request for a copy of the members' register. In that event, the copy shall be provided with the addresses blanked out.
  
- (f) A person wishing to withdraw from membership shall write to or e-mail the Committee and shall cease to be a member from the date of receipt of that communication.
  
- (g) The Committee may, from time to time, request from members confirmation that they wish to remain members and notification of any changes to their details on the members' register.
  
- (h) If a member does not respond to the request in Clause 8(g) within the time provided, that person will cease to be a member of the Organisation but may re-join at any time by following the procedure at Clause 8(a).
  
- (i) 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.
  
- (j) A resolution passed in accordance with clause 8(i) above shall be valid only if the person concerned

(i) has been given at least 21 days' notice of the intention to propose the resolution specifying the grounds for expulsion: and

(ii) has had an opportunity to be heard at the meeting at which the resolution is proposed

## 9. Members' Meetings

(a) The Secretary shall send out a notice to all members convening an Annual General Meeting [AGM] together with nominations sought for Office Bearers and Charity Trustees at least fourteen days before the date decided for that meeting. The notice shall specify the business to be dealt with at the AGM.

(b) The quorum for the AGM shall be 20% of the membership.

(c) The AGM shall be held within three months of the preparation of the annual accounts

(d) In exceptional circumstances the date of the AGM may be postponed but must be held within 15 months of the previous AGM. The Secretary shall send out notices at least fourteen days before the original date decided for the AGM intimating the exceptional circumstances.

(e) The business of the AGM shall include

(i) a report by the Chair on the activities of the Organisation

(ii) consideration of the annual accounts

(iii) the election/re-election of office bearers

(f) The Secretary shall, within twenty-one days of receiving a written request signed by no fewer than five members or on a decision of the Committee issue a notice of Extraordinary General Meeting [EGM] of the organisation at which the quorum shall be 10% of the membership. The notice shall specify the purposes of the EGM.

(g) At a members' meeting, each member has one vote and any decisions at that meeting shall, subject to clause 9(i) below, be made by majority voting by a show of hands with the chairperson having a casting vote in the event of a tied vote. Proxy voting is permitted only in the circumstances set out in clause 9(i) and (j) below.

(h) The following decisions will be valid only if passed by not less than two-thirds of those voting at a members' meeting

(i) amendment of this constitution

(ii) expulsion of a person from membership

(iii) removal from office as a Charity Trustee

(iv) a proposal to change the Organisation's charitable status in any way

- (v) winding-up or dissolution of the Organisation
  
- (i) Members who are unable to attend a members' meeting in person may submit questions and/or comments, or vote on any resolution, by writing or by sending an email to the Committee at least 7 days prior to the meeting.
  
- (j) Any communication received by the Committee in accordance with clause 9(i) shall be read out by the chairperson at the members' meeting in question and effect shall be given to any voting intention expressed therein.
  
- (k) If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting will not be possible or advisable for all or a significant proportion of the membership, the Committee shall make arrangements for members to participate in that meeting by way of audio-visual link(s) which allow them to hear and contribute to discussions at the meeting.
  
- (l) If clause 9(k) applies, the Committee shall develop, and notify members of, procedures that will allow members' meetings to be conducted, as far as possible, in line with the other provisions of this clause 9 as if they were meetings in person.
  
- (m) The Committee shall ensure that proper minutes are kept of all members' meetings including the names of those attending and the minutes should be signed by the chairperson of the meeting. Such minutes shall be available to the public via the Organisation's website.

## **COMMITTEE**

### **10. Management**

- a) The management of the Organisation shall be through a Committee of four office bearers elected by the members from among the membership.
  
- b) The office bearers shall be Chair, Vice-Chair, Treasurer and Secretary. Those individuals who were the office bearers of the unincorporated association known as Milngavie in Bloom at the time of incorporation of this SCIO shall be deemed to have been appointed office bearers of this SCIO by its members with effect from the date of that incorporation.
  
- c) The office bearers have the power to co-opt onto the Committee additional persons from among the membership as required. Co-optees shall be proposed and seconded at the AGM following their appointment. The office bearers shall determine the number of persons on the Committee.
  
- d) All persons serving on the Committee must be members of the Organisation and each such person shall be a Charity Trustee. No member shall be a Charity Trustee unless they are serving on the Committee
  
- e) Up to three Charity Trustees shall retire at each AGM. The Committee shall be elected or re-elected annually at the AGM by the members present at the meeting and by those making written contributions under clause 9(i) above.
  
- f) Any nominations to the Committee shall be submitted to the Secretary at least seven days prior to the date of the AGM.

- g) The Committee shall have the power to determine any policies it deems necessary for the effective management of the Organisation.

## **11. Termination of Office**

A Charity Trustee shall automatically cease to hold office if:

- (a) they become disqualified from being a Charity Trustee under the Scottish Charities Act
- (b) they become incapable of carrying out their duties as a Charity Trustee for a period of six months or more by reason of ill-health
- (c) they cease to be a member of the Organisation
- (d) they give the Organisation in writing or by e-mail a notice of resignation
- (e) they are removed from office by a resolution of the Committee for persistent breach of their duties under either the code of conduct for Charity Trustees or the Scottish Charities Act or by resolution of the members passed at a members' meeting
- (f) resolutions under clause 11(e) shall be valid only if the Charity Trustee concerned has been given prior notice of the grounds for removal from office, has had an opportunity to address the meeting at which the resolution is proposed and at least two-thirds of the votes cast at that meeting are in favour of the resolution

## **12. Register of Charity Trustees**

- (a) The Committee shall keep a register of Charity Trustees showing for each
  - (i) their full name and postal address
  - (ii) the date of their appointment as a Charity Trustee
  - (iii) any office held by them in the Organisation
- (b) a Charity Trustee shall remain on the register for at least six years after they cease to be a Charity Trustee
- (c) the register shall be updated within 28 days of any change in Charity Trustees
- (d) if any person requests a copy of the register, the Committee shall supply it to them within 28 days of the request providing the request is reasonable.

### **13. Code of Conduct for Charity Trustees**

Charity Trustees shall be governed by the code of conduct set out in Appendix I to this document

### **14. Conflicts of Interest**

(a) the Committee shall endeavour to ensure that conflicts of interest involving Charity Trustees are identified at the earliest opportunity and appropriately managed

(b) Charity Trustees shall declare at the start of each Committee meeting any personal interest they have in any transaction or other arrangement involving the Organisation and shall refrain from taking part in the deliberation or decision-making of the Committee in relation to that transaction or arrangement

(c) such declarations and the steps taken to manage the conflicts of interest shall be recorded in the minutes of Committee meetings

(d) a register of Charity Trustees' interests shall be kept

### **15. Committee Meetings**

(a) Committee meetings shall take place according to a timetable agreed by the Charity Trustees but there shall be no more than two months between meetings. A timetabled meeting may be postponed or brought forward if the Chair, after consulting Charity Trustees, deems that appropriate.

(b) Any Charity Trustee may require the Secretary to issue notice to Charity Trustees of an extraordinary meeting of the Committee to be held outwith the said timetable. Such notice shall be issued not less than seven days prior to that meeting unless the matter(s) to be discussed is/are so urgent as to require a shorter notice period.

(c) The quorum for a Committee meeting shall be a majority of the Charity Trustees

(d) Each Charity Trustee present at a meeting shall have one vote on any decision to be taken. Decisions shall be made by majority vote of those present at the meeting. The chairperson shall have the casting vote in the event of a tied vote. Those present at the meeting shall include any Charity Trustee taking advantage of the provisions at clause 9(i) and (j) above (as provided for by clause 15(f) below).

(e) If the Charity Trustees so agree, decisions on matters of minor importance may be taken by exchanges of e-mails rather than at a Committee meeting. Voting will be on the same basis as in clause 15(d) above.

(f) Clause 9(i) to (l) above shall apply to Committee meetings as if the word 'members' in those provisions were replaced by the words 'Charity Trustees'.

(g) A Committee meeting shall be chaired by the Chair or, in that person's absence, by the Vice-Chair. Failing that, the meeting shall be chaired by another office bearer chosen by the Charity Trustees present.

(h) Proper minutes shall be kept of all Committee meetings and shall include the names of those attending. Where decisions are made at a Committee meeting by a majority vote, the minutes shall record the names of those who voted in favour and those who dissented.

## **16. Sub-committees**

(a) The Committee may delegate any of its powers to an individual Charity Trustee or to a sub-committee. A sub-committee shall include at least one Charity Trustee although its other members need not be Charity Trustees.

(b) The Committee shall set out in writing appropriate conditions under which any delegated power is to be exercised including the individual Charity Trustee's or sub-committee's remit and arrangements for reporting back to the Committee.

(c) The Committee may revoke or alter the powers delegated under clause 16(a) at any time.

## **FINANCE**

### **17. Remuneration and Expenses**

(a) No Charity Trustee may serve as an employee of the Organisation

(b) No remuneration shall be paid by the Organisation to any member or Charity Trustee for the work they carry out for the Organisation in those capacities.

(c) Clause 17(b) above shall not prohibit the reimbursement by the Organisation of expenditure incurred by members or Charity Trustees on behalf of the Organisation in accordance with the financial rules laid down by the Committee

(d) Clause 17(b) shall not prohibit payment by the Organisation for goods or services provided to it by members or Charity Trustees provided that the maximum amount of the payment is specified in a written agreement and is reasonable and the Committee considers the arrangement is in the interests of the Organisation.

## **18. Fundraising**

All monies raised by or on behalf of the Organisation shall be applied to further the objects of the organisation and for no other purpose.

## **19. Accounting**

(a) The Treasurer shall keep proper accounting records of the Organisation and shall operate funds lodged with a bank or banks in accordance with the banking policy set out by the Committee.

(b) Annual Accounts shall be prepared by the Treasurer. These accounts shall be subject to independent examination by a qualified independent examiner and shall be presented to members at the AGM in accordance with clause 9(e) above.

(c) The Annual Accounts shall have 16 July as the accounting end date.

## **OTHER MATTERS**

### **20. Alterations to the Constitution**

(a) Subject to clause 20(b) below, this Constitution may be altered by a resolution passed by not less than two-thirds of members attending a members' meeting. Any proposal to alter this constitution must be delivered in writing to the Secretary at least fourteen days prior to the date of the members' meeting in question.

(b) Certain alterations to the constitution of a SCIO need prior consent of the Office of the Scottish Charities Regulator [OSCR]. These include changing the charity's name and altering its purposes. No such alterations shall be made by the Organisation unless and until the requisite consent has been given.

### **21. Winding up or Dissolution**

(a) The Organisation may only be wound up or dissolved if a resolution to that effect is passed by not less than two-thirds of the members present at a members' meeting.

(b) 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 Scottish Charities Act.

(c) 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; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the Organisation must also comply with any additional requirements that apply at the time under the regulations which govern the winding up and dissolution of SCIOs.

## INTERPRETATION

**22.** 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.

**23.** In this constitution:

- (a) “Scottish Charities Act” means (subject to clause 22(a)) the Charities and Trustee Investment (Scotland) Act 2005;
- (b) “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.

## APPENDIX I

### Code of Conduct for Charity Trustees

1. 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:

- (a) seek, in good faith, to ensure that the Organisation 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 Organisation and any other party:
  - (i) put the interests of the Organisation before that of the other party; or
  - (ii) where any other duty prevents them 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 in accordance with clause 14(b) of this constitution;
- (d) ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.

2. In addition to the duties outlined in clause 1 of this Appendix, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- (e) that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- (f) that any Charity Trustee who has been in serious or persistent breach of those duties is removed as a Charity Trustee .

3. This code of conduct 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 Scottish Charities Act.