

CONSTITUTION

of

COULTER COMMUNITY TRUST

Registered as a charity with the Office of the Scottish Charity Regulator
no. SC053346

16th August 2025

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In this constitution, the following definitions apply throughout:

- **"AGM"** means an Annual General Meeting.
- **"Board"** means the Board of Charity Trustees.
- **"Charity"** means a body entered in the Scottish Charity Register as defined under section 106 of the Charities and Trustee Investment (Scotland) Act 2005.
- **"Charity Trustees"** means the persons having the general control and management of the Organisation (the Board).
- **"Circulation Date"** means the date on which copies of the written resolution are sent to the Ordinary Members, as defined in Article 10.1.
- **"Clauses"** means any clause in this constitution.
- **"Clear Days"** means a period excluding the day when notice is given and the day of the meeting.
- **"Community"** means the community area described in Clause 4.
- **"GM"** means a General Meeting. All General Meetings, other than AGMs, shall be called General Meetings.
- **"Group"** means those other organisations (incorporated or not) which are not this Organisation (SCIO).
- **"Individual"** means a human/person.
- **"Land Reform Act 2003"** means the Land Reform (Scotland) Act 2003 and every statutory modification or re-enactment thereof for the time being in force.
- **"Land Reform Act 2016"** means the Land Reform (Scotland) Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
- **"Members"** means those individuals and groups who/which have joined this Organisation.
- **"Organisation"** means the SCIO to whom this Constitution relates.
- **"OSCR"** means the Office of the Scottish Charity Regulator.
- **"Property"** means any property, assets or rights, heritable or moveable, wherever situated in the world belonging to the Organisation.
- **"SCIO"** means Scottish Charitable Incorporated Organisation.
- **"The 2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
- **"Them"**, **"Their"** or **"They"** means an individual or a group.

Words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender.

These Clauses supersede any model clauses and any regulations pertaining thereto. Subject to the aforesaid, any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in these Clauses.

The schedules to this constitution are deemed to form an integral part of this constitution.

GENERAL

Name

1 The name of the Organisation is “Coulter Community Trust” (“the SCIO”).

Type of organisation

2 The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

3 The principal office of the Organisation will be in Scotland (and must remain in Scotland).

Definition of Community and Purposes

4 The Organisation has been formed for the public benefit of the community of Coulter, South Lanarkshire, as defined by the postcode units in Schedule 1 (“the Community”), with the Purposes listed in Clause 5 below (“the Purposes”), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs).

Purposes

5 The Organisation’s main purpose is consistent with furthering the achievement of sustainable development. The Organisation’s Purposes are:

5.1 the provision of recreational facilities, or the organisation of recreational activities;

5.2 the advancement of the arts, heritage, culture or science;

5.3 the advancement of citizenship or community development;

Powers

6 The Organisation has power to do anything which is calculated to further its Purposes or is conducive or incidental to doing so.

In particular, but without limiting the range of powers available under the 2005 Act, the Organisation has the power:

6.1 to encourage and develop a spirit of voluntary or other commitment by, or co-operation with, Individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes;

6.2 to promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes;

6.3 to provide advice, consultancy, training, tuition, expertise and assistance;

6.4 to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish,

exhibit and distribute pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;

6.5 to register an interest in land and to exercise the right to buy land under Part 2 or Part 3A of the Land Reform Act 2003 or to exercise the right to buy land under Part 5 of the Land Reform Act 2016;

6.6 to purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation;

6.7 to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Organisation's Property;

6.8 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property of the Organisation;

6.9 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;

6.10 to employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Organisation;

6.11 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation;

6.12 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust;

6.13 to borrow or raise money for the Purposes and to give security in support of any such borrowings by the Organisation and/or in support of any obligations undertaken by the Organisation;

6.14 to set aside funds not immediately required as a reserve or for specific Purposes;

6.15 to invest any funds which are not immediately required for the activities of the Organisation in such investments as may be considered appropriate, which may be held in the name of a nominee organisation under the instructions of the Board, and to dispose of, and vary, such investments;

6.16 to make grants or loans of money and to give guarantees;

6.17 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Purposes;

6.18 to establish, operate and administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not.;

6.19 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes and/or activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation;

6.20 to enter into contracts to provide services to or on behalf of others;

6.21 to effect insurance of all kinds (which may include indemnity insurance in respect of Charity Trustees and employees);

6.22 to oppose, or object to, any application or proceedings which may prejudice the interests of the organisation; and

6.23 to pay the costs of forming the Organisation and its subsequent development.

General structure of the Organisation

7 The structure of the Organisation comprises:

7.1 **Members** – comprising:

(a) Ordinary Members (who have the right to attend the AGM and any GM, and have important powers under these Clauses, who elect people to serve as Charity Trustees and take decisions in relation to any changes to these Clauses), and;

(b) Associate Members.

7.2 **Charity Trustees** – comprising:

(a) Elected Charity Trustees and

(b) Co-opted Charity Trustees

who hold regular meetings between each AGM, set the strategy and policy of the Organisation, generally control and supervise the activities of the Organisation and, in particular, are responsible for monitoring its financial position and, where there are no employees appointed, are responsible also for the day-to-day management of the Organisation.

8 The following conditions apply to the structure:

8.1 The Organisation shall have not fewer than 20 Members at any time.

8.2 At least three quarters of the Members of the Organisation are members of the Community.

8.3 In the event that the number of Members falls below 20 or that at least three quarters of the Members of the Organisation do not consist of members of the Community, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.

MEMBERS

9 The Members of the Organisation shall consist of those Individuals who made the application for registration of the Organisation and such other Individuals or Groups as are admitted to Membership under the following clause 10.

Categories of Members

10 Membership of the Organisation is open to:

10.1 **Ordinary Members:** those Individuals aged 16 and over who:

(a) are resident in the Community;

(b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and

(c) support the Purposes.

10.2 **Associate Members:** those:

(a) Individuals aged 16 and over who are not eligible to vote in a local government election in a polling district that includes the Community or part of it; and

(b) Groups wherever located

who support the Purposes.

Associate Members are neither eligible to stand for election to the Board nor to vote at any AGM or GM.

Each member which is a Group shall appoint one named authorised representative (who is an individual person) to represent and act for such Member at all AGMs and GMs. Any change in the appointment of an authorised representative may be made at any time by the appointing Member, but only by written notice to the Organisation. Such notice will take effect upon its receipt by the Organisation.

10.3 Declaring that, if a Member ceases to comply with any of the criteria of Clauses 10.1 and 10.2, they will be obliged to inform the Organisation and will thereafter have membership reclassified in terms of either Clause 10.1 or 10.2, and that if the Organisation becomes aware of changes itself, it will so reclassify the Member and notify them accordingly.

10.4 Membership of the Organisation may not be transferred by a Member.

11 Employees of the Organisation are not eligible for Membership;

Application for Membership

12 Any Individuals or Group who/which wishes to become a Member shall, in such written form as the Board prescribes, submit a written application for membership (in the case of an incorporated organisation, the application must be signed by an appropriate officer of that Group).

13 The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Clauses 10.1 or 10.2 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Clause 8.2 or 8.3 or has previously been a Member of the Organisation and continues to be excluded from membership by virtue of Clause 21 and inform the applicant of the Board's decision.

Membership subscriptions

14 The following applies to membership subscriptions:

14.1 The Board may determine that an annual Membership subscription should be payable by Ordinary Members and/or Associate Members. The introduction of a subscription and any change to the amount payable shall require to be approved by a resolution passed by majority vote at an AGM or GM.

14.2 If a Membership subscription payable by any Member remains outstanding more than 6 calendar months after the date on which it fell due (and providing they have been given at least one written reminder) the Board may, by resolution to that effect, expel them from Membership; for the avoidance of doubt, it will be open to an Individual or Group expelled from Membership under this clause to reapply for Membership if they so wish.

14.3 An Individual or Group who ceases (for whatever reason) to be a Member shall not be entitled to any refund of a Membership subscription.

Re-registration of Members

15 The Board may, at any time, issue notices to the Ordinary Members and/or Associate Members requiring them to confirm that they wish to remain as Members of the Organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

16 If a Member fails to provide confirmation to the Board (in writing or by email) that they wish to remain as a Member of the Organisation before the expiry of the 28-day period referred to in Clause 15, the Board may expel them from the 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

Arrangements involving the Organisation's website

18 The Charity Trustees may, if they consider appropriate, introduce arrangements under which an Individual or Group can apply for Membership and/or Membership subscriptions may be paid, by accessing the Organisation's website (and, where applicable, links from the Organisation's website), and completing and submitting forms electronically; the Charity Trustees shall ensure that any such arrangements incorporate appropriate security measures and reserve the right for the Organisation to request signed hard copy documentation and/or evidence of eligibility in any case where the Charity Trustees consider that to be appropriate.

Liability of Members

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

20 The Members and Charity Trustees have certain legal duties under the 2005 Act; and Clause 19 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.

Cessation of Membership

21 A Member shall cease to be a Member if:

21.1 being an Individual or Group who/which wants to withdraw from membership, give a written notice of withdrawal to the Organisation, signed by them either electronically or in ink (or in the case of a Group who is an incorporated organisation, signed on its behalf by an appropriate officer of that organisation,

either electronically or in ink); they will then cease to be a Member from the time when the notice is received by the Organisation;

21.2 being a Group, it goes into receivership, liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable);

21.3 an annual subscription due remains outstanding for more than six calendar months, provided that the Member in question has been given at least one written reminder, and the Board chooses to expel that Member from membership;

21.4 a resolution that a Member be expelled is passed by a majority of at least two thirds of the Ordinary Members present (including proxy) and voting at an AGM or GM, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Charity Trustees, all Members and the office-bearers (if applicable) and also to the Member whose removal is in question, such Member being entitled to be heard at that meeting;

21.5 being an Individual, they die (the right of membership not being assignable);

21.6 being a Trustee, they fail to comply with the code of conduct for Trustees which would result in the cessation of both Trustee and membership;

21.7 being an Individual or Group, they fail to respond to any re-registration request under Clause 15; or

21.8 being an Individual, they become an employee of the Organisation.

Register of Members

22 The Board must keep a register of Members, setting out for each current Member:

(a) their full name and address;

(b) the date on which they were registered as a Member of the Organisation; and

(c) the category of Membership into which they fall.

23 Where any Member is not an Individual, the register must als contain:

(a) any other name by which the Member is known;

(b) the principle contact for the Member;

(c) any number assigned to it in the register (if it is a Charity); and

(d) any number assigned to it if it’s a company.

24 for each former Member – for at least six years from the date on which they ceased to be a Member, the register must also contain:

(a) their name; and

(b) the date on which they ceased to be a Member.

25 The Board must ensure that the register of Members is updated within 28 days of receiving notice of any change.

26 If a Member or Charity Trustee of the Organisation requests a copy of the register of Members, the Board 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 (rather than a Charity Trustee), the Board may provide a copy which has the addresses of the Members blanked out.

DECISION-MAKING BY THE MEMBERS

Annual General Meetings

27 The Board shall convene an AGM for all Members in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it is held within 15 months from the date on which OSCR enters the Organisation in the Scottish Charity Register. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.

28 The business of each AGM must include:

28.1 a report by the Chair on the activities of the Organisation;

28.2 the election of Charity Trustees;

28.3 fixing of annual subscriptions (if applicable);

28.4 consideration of the accounts of the Organisation;

28.5 the appointment of the auditor (if applicable); and

28.6 the report of the auditor (if applicable).

The provisions with regard to General Meetings

29 The Board may convene a GM whenever it thinks fit.

30 The Board must convene a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 5% of the Ordinary Members, must clearly state the purposes of the meeting and must be delivered to the Principal Office.

Notice of meetings

31 Subject to the terms of Clause 116 the provisions regarding notice of a Meeting are as follows:

31.1 At least 14 clear days' notice must be given of any AGM or GM.

32 The notice calling an AGM or GM must specify in general terms what business is to be dealt with at the meeting; and

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

32.2 in the case of any other resolution falling within Clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.

33 Any notice which requires to be given to a Member under this constitution must be:

33.1 sent by post to the Member, at the address last notified by them to the Organisation; or

33.2 sent by email to the Member, at the email address last notified by them to the Organisation.

34 Notice of every AGM and GM must be given to all the Members of the Organisation, and to all the Charity Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.

35 If Members and Charity Trustees are to be permitted to participate in an AGM or GM by way of audio and/or audio-visual link(s) (under Clause 36), the notice (or notes accompanying the notice) must:

35.1 set out details of how to connect and participate via that link or links; and

35.2 (particularly for the benefit of those Members who may have difficulties in using a computer or laptop for this purpose) draw Members' attention 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) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;

(c) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;

Remote participation in meetings

36 The Board may if they consider appropriate (and must, if this is required under Clause 37) make arrangements for Members and Charity Trustees to participate in an AGM or GM by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

36.1 the means by which Members and Charity Trustees 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;

36.2 the notice calling the AGM or GM (or notes accompanying the notice) contains the information required under Clause 35; and

36.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Members and Charity Trustees 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 Charity Trustees (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 AGM or GM would not be possible or advisable for all or a significant proportion of the Membership, the Board must make arrangements for Members and Charity Trustees to participate in that 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 Clauses 36.1 to 36.3 will apply.

38 An AGM or GM may involve two or more Members or Charity Trustees participating via attendance in person while other Members and/or Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

39 References in clauses 35 to 38 to Members should be taken to include proxies for Members and authorised representatives of Members which are Groups.

Chairperson of AGMs and GMs

40 The Chair of the Organisation shall act as chairperson of each AGM and GM, or if not present or willing, the Vice-Chair of the Organisation (if applicable) shall act as chairperson of the meeting. If neither the Chair nor the Vice-Chair is present or willing to act as chairperson of the meeting within 15 minutes after the time at which the meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that meeting.

Quorum at AGMs and GMs

41 The quorum for an AGM or GM shall be the greater of (a) 11 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any meeting unless a quorum is present.

42 An individual participating in an AGM or GM 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 Member or the authorised representative of an Associate Member which is a Group, will be deemed to be in attendance) at the meeting.

43 If a quorum is not present within 15 minutes after the time at which the AGM or GM was due to commence or, if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time, date and place as may be fixed by the chairperson of the meeting.

Voting at AGMs and GMs

44 The Chairperson of the AGM or GM shall endeavour to achieve consensus wherever possible; but, if necessary, questions arising shall be decided by being put to the vote.

45 The provisions regarding voting are as follows:

45.1 Each Ordinary Member shall have one vote, to be exercised in person or by proxy, by a show of hands, unless a secret ballot is demanded by the Chairperson of the meeting, or by at least two Ordinary Members present or represented by a proxy at the meeting and entitled to vote.

(a) A secret ballot may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting.

(b) The secret ballot shall be conducted in such a manner as the Chairperson of the meeting may direct, and the result shall be declared at the same meeting at which the ballot was demanded.

(c) 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 or proxies to cast their votes on the secret ballot via any or all of the methods referred to in clause 45.4, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

(d) When a secret ballot is to be cast, the Chairperson of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members.

45.2 Associate Members shall have no vote.

45.3 Whilst actual attendance by Ordinary Members is to be encouraged at meetings, any Ordinary Member shall be entitled to complete one form of proxy to appoint a proxy to attend a meeting on their behalf, in respect of which the following apply:

(a) a proxy need not be a Member;

(b) a proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed him or her to speak at the meeting and to vote thereat;

(c) the form appointing the proxy shall be in terms of schedule 2 annexed to these Clauses;

(d) the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Principal Office or send via email to the Organisation at such electronic address as may have been notified to the Members for that purpose not less than 48 hours before the time of the meeting at which the proxy is to be used; and

(e) no form of proxy shall be valid for more than 12 months from the date it was granted.

45.4 Where Ordinary Members or proxies 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 Board 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.

45.5 In the event of an equal number of votes for and against any resolution, the chairperson of the meeting shall have a casting vote as well as a deliberative vote.

Resolutions at AGMs and GMs

46 Ordinary and special resolutions may be passed in writing, rather than at an AGM or GM, provided that the terms of Clause 47 are followed.

47 At any AGM or GM, a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon (including those voting by proxy), except for decisions relating to any of the following special resolutions:

(a) to alter the name of the Organisation;

(b) to amend the Purposes;

(c) to amend these Clauses;

(d) to wind up the Organisation in terms of Clause 120; and

(e) all other special resolutions.

Special resolutions shall require to be decided upon by not less than two thirds of the Ordinary Members present and voting thereon including those voting by proxy (no account therefore being taken of Members who abstain from voting or who are absent from the meeting) or if passed by way of written resolution under Clause 47.3.

47.1 Where such a written resolution is proposed by Ordinary Members, the following shall apply:

(a) the resolution must be requested by not less than 5% of the voting Ordinary Members ("the Members request");

(b) the request must identify the resolution to be put to the Members and the Board can reject such resolutions, but must provide reasons for doing so to the Members requesting the resolution;

(c) within 14 days, the Board must circulate the resolution with the express statements referred to:

(i) an explanation to the eligible Members how to signify their agreement to the resolution;

(ii) how it can be returned to the Organisation;

(iii) clarification that a failure to reply will be deemed to be a vote against the resolution in question; and

(iv) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).

47.2 An ordinary resolution in writing signed by or on behalf of a simple majority of all the Ordinary Members shall be as valid and effective as if the same had been passed at a AGM or GM of the Organisation duly convened and held, provided that the terms of this Clause are followed.

47.3 A special resolution in writing, where such a special resolution relates to Clauses 47(a), (b), (c) or (e), must be signed by or on behalf of all the Ordinary Members (ie. unanimous approval of the Ordinary Members) and shall be valid as if it had been passed at a members' meeting provided that the terms of this Clause are followed. The date of the resolution will be taken to be the date on which the last member agreed to it.

47.4 A special resolution in writing, where such a special resolution relates to Clause 47 (d), must be signed by or on behalf of not less than two thirds of all the Ordinary Members, and shall be valid as if the same had been passed at a members' meeting provided that the terms of this Clause are followed. The date of the resolution will be taken to be the date on which the last member agreed to it.

Adjournment of AGMs and GMs

48 The Chairperson of an AGM or GM may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the meeting to such time, date and place as he or she may determine.

Technical objections to remote participation in AGMs and GMs

49 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at AGMs and GMs; providing the arrangements made by the Board in relation to a given meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

49.1 A Member cannot insist on participating in the meeting, or voting at the Members' meeting, by any particular means;

49.2 The meeting need not be held in any particular place;

49.3 The 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);

49.4 The meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

49.5 A Member will be able to exercise the right to vote at the Members' 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 Board) and which permits that Member's vote to be taken into account in determining whether or not a resolution is passed.

BOARD

50 The affairs, Property and funds of the Organisation shall be directed and managed by the Board.

51 The Board may exercise all such powers of the Organisation and may, on behalf of the Organisation, do all acts as may be exercised and done by the Organisation, other than those required to be exercised or done by the Ordinary Members at an AGM or GM, and subject always to these Clauses and to the provisions of the 2005 Act.

Interim board

52 Upon incorporation of the Organisation, the Individuals who meet the criteria of Ordinary Members under Clause 10.1 and 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 Ordinary Members as Charity Trustees with effect from the date of incorporation of the Organisation.

Composition of the Board

53 The number of Charity Trustees shall be not less than 3 and the total number of Charity Trustees shall not be more than 10

54 From and after the first AGM of the Organisation, the Board shall comprise the following Individuals (a majority of whom shall always be Elected Charity Trustees), namely:

(a) up to 10 Individuals elected as Charity Trustees by the Ordinary Members in terms of Clauses 56 ("the Elected Charity Trustees"), who must themselves be Ordinary Members;

(b) up to 4 Individuals co-opted in terms of Clause 57 ("the Co-opted Charity Trustees"), so as to ensure a spread of skills and experience within the Board;

who shall meet as often as necessary to despatch all business of the Organisation and particularly with reference to the restrictions on the quorum for Board meetings specified in Clauses 76 and 77

55 Employees of the Organisation may not be nominated as or become Charity Trustees.

Elected Charity Trustees

56 At the first GM held in terms of Clauses 52 and 54, the Ordinary Members shall elect up to 10 Elected Charity Trustees, in respect of which the following shall apply:

56.1 Provided that the first GM in terms of Clause 52 is held before the first AGM, there shall be no change in or election of Charity Trustees at the first AGM (except to the

extent of filling any vacancies in the Board left over after the first GM or caused by any retirals since).

56.2 At the second and each subsequent AGM, one-third of the Elected Charity Trustees (or the nearest number upwards) shall retire from office.

56.3 A retiring Elected Charity Trustee shall retain office until the close or adjournment of the meeting.

56.4 A retiring Elected Charity Trustee shall be eligible for re-election after one term of office, but no Charity Trustee can serve more than two consecutive terms of office unless no other Individuals are nominated by the Ordinary Members.

56.5 If no other Elected Charity Trustee(s) has or have decided or agreed to retire, the Elected Charity Trustees to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Elected Charity Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

56.6 Nomination of any Elected Charity Trustee, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by no fewer than any two Ordinary Members delivered to the Principal Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Charity Trustee if elected.

56.7 Election of any Elected Charity Trustee shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Charity Trustees on the Board.

Co-opted Charity Trustees

57 Subject to Clause 54(b), up to 4 Individuals may be co-opted from time to time by the Board of Trustees itself, as follows:

57.1 Subject to Clause 57.3, a Co-opted Charity Trustee shall serve until the next AGM after his or her co-option.

57.2 A Co-opted Charity Trustee can be re-co-opted at such next AGM;

57.3 A Co-opted Charity Trustee can be removed from office at any time by a simple majority of the Board.

57.4 For the avoidance of doubt, a Co-opted Charity Trustee is able to participate fully and eligible to vote at all Board meetings that they attend.

Vacancy and junior representation on the Board

58 The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.

59 After each AGM, the Board will seek to co-opt an Ordinary Member aged between 16 and 25 years as a Co-opted Charity Trustee, with the specific role of representing the interests of young people in the Community.

General duties of Charity Trustees

60 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:

60.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its Purposes;

60.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

60.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party; 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; and

60.4 ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act.

61 In addition to the duties outlined in Clause 60, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

61.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated;

61.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee; and

61.3 that provided they have declared their interest and have 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 a Group in which they have a personal interest; and, subject to Clause 62 and to the provisions relating to remuneration for services contained in the 2005 Act, they may retain any personal benefit which arises from that arrangement;

62 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 their duties as a Charity Trustee.

63 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties, which may include expenses relating to their attendance at meetings.

Code of Conduct for Charity Trustees

64 Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.

65 The code of conduct referred to in Clause 64 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 2005 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.

Register of Charity Trustees

66 The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee:

(a) their full name and address;

(b) the date on which they were appointed as a Charity Trustee; and

(c) any office held by them in the Organisation;

67 Where a Charity Trustee is not an Individual the register must also contain:

(a) any other name by which the Charity Trustee is known;

(b) the principal contact for the Charity Trustee;

(c) any number assigned to it in the register (if it's a Charity); and

(d) any number with which it is registered as a company.

68 Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act this must be recorded in the register.

69 For each former Charity Trustee – for at least 6 years from the date on which they ceased to be a Charity Trustee, the register must contain:

(a) the name of the Charity Trustee;

(b) any office held by them in the Organisation; and

(b) the date on which they ceased to be a Charity Trustee.

70 The Board must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change.

71 If any person requests a copy of the register of Charity Trustees, the Board 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 Charity Trustee of the Organisation, the Board may provide a copy which has the addresses blanked out – if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Termination of Charity Trustee office

72 A Charity Trustee will automatically cease to hold office if:

(a) they become disqualified from being a Charity Trustee under the 2005 Act;

(b) they become incapable for medical reasons of carrying out their duties as a Charity Trustee – 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 Charity Trustee elected under Clause 56, they cease to be an Ordinary Member of the Organisation;

(d) in the case of a Charity Trustee co-opted under Clause 57, the Board under Clause 57.3 votes to end the appointment;

(e) they become an employee of the Organisation;

(f) they give the Organisation a notice of resignation, signed by them;

(g) they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board – but only if the Board resolves to remove them from office;

(h) they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in Clauses 64 and 65);

(i) they are removed from office by resolution of the Board 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 2005 Act;

(j) they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act;

(k) they commit any offence under section 53 of the 2005 Act.

73 With reference to Clause 72(h) the following applies:

73.1 The Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed.

73.2 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 a vote.

73.3 In the case of a resolution under Clause 72(h), at least two thirds of the Charity Trustees then in office are required to vote in favour of the resolution.

Chair and Vice-chair

74 The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chair or Vice-chair (if any) to appoint a Chair, and if desired a Vice-Chair, from the Charity Trustees (both of whom must be Ordinary Members).

75 The Chair or Vice-chair (if any) will cease to hold office at the conclusion of each AGM, but may then be re-appointed under Clause 74.

DECISION-MAKING BY THE CHARITY TRUSTEES

Board meetings

76 The quorum for Board meetings shall be not less than 50% of the trustees, provided that the Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.

77 A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

78 If Charity Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Charity Trustees 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 Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:

78.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

78.2 (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.

79 An individual participating in a Board 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 Charity Trustee, will be deemed to be in attendance) at the meeting.

80 7 Clear Days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in clause 47 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.

81 All Board meetings other than those of a kind mentioned in clause 80 shall require not less than 7 Clear Days' prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.

82 On the request of a Charity Trustee the Secretary or Chair shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.

83 No alteration of the Clauses and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

84 A resolution in writing (whether one single document signed by all or a sufficient majority of the Charity Trustees, or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed in ink or electronically by one or more Charity Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

85 The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in Clause 53 it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.

86 The Board may invite or allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak, but not to vote, at any meeting of the Board or of its sub-committees.

87 The Board may from time to time promulgate, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members and Charity Trustees.

88 The Chair, whom failing the Vice-chair (if any), shall be entitled to preside as chairperson of all Board meetings at which they are present. If at any meeting neither the Chair nor the Vice-chair is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Charity Trustees may appoint one of the Elected Charity Trustees to be chairperson of the Board meeting, which failing, the meeting shall be adjourned until a time and date when the Chair or Vice-Chair will be available.

89 The Board may if they consider appropriate (and must, if this is required under clause 90), allow Charity Trustees to participate in Board 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:

89.1 the means by which Charity Trustees 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 Charity Trustees – a barrier to participation; and

89.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Charity Trustees 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 Charity Trustees (if any) who are attending in person (and vice versa).

90 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed Board meeting would not be possible or advisable for one or more of the Charity Trustees, the Board must make arrangements for Charity Trustees to participate in that Board meeting by way of audio and/or audio-visual link(s); and on the basis that:

90.1 the requirements set out in paragraphs 89.1 and 89.2 will apply; and

90.2 the Board must use all reasonable endeavours to ensure that all Charity Trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.

91 A Board meeting may involve two or more Charity Trustees participating via attendance in person while other Charity Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

92 Where a Charity Trustee or Charity Trustees are participating in a Board 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.

Voting at Board meetings

93 The chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

94 Each Charity Trustee present (and who is eligible to vote) has one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

Technical objections to remote participation in Board meetings

95 The principles set out in clause 49 (technical objections to remote participation) shall apply in relation to remote participation and voting at Board meetings, as if each reference in that clause to a Member were a reference to a Charity Trustee and each reference in that clause to a Members' meeting were a reference to a Board meeting.

Minutes

96 The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all AGMs, GMs, Board meetings and of meetings of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval,

either by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

96.1 Subject to Clause 96.2, the Organisation, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes.

96.2 Where such a request is received under Clause 96.1 the Organisation:

(a) may withhold information contained in the minutes, and

(b) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.

ADMINISTRATION

Delegation to sub-committees

97 The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.

98 The Board may also delegate to the Chair of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.

99 Any delegation of powers under clause 97 or 98 may be revoked or altered by the Board at any time.

Constraints on payments and benefits to Members and Charity Trustees

100 The income and Property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the Members. Any surplus income or assets of the Organisation shall be applied for the benefit of the Community.

101 No part of the income or Property of the Organisation shall be paid or transferred (directly or indirectly) to the Members of the Organisation, or to any other Individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Clause 102

102 No benefit (whether in money or in kind) shall be given by the Organisation to any Member or Charity Trustee except the possibility of:

102.1 repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board of Charity Trustees);

102.2 reasonable remuneration to any Member or Charity Trustee in return for specific services actually rendered to the Organisation (not being of a management nature normally carried out by a Trustee of an organisation);

102.3 payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation by any Member or Charity Trustee;

102.4 payment of rent at a rate not exceeding the open market rent for property let to the Organisation by any Member or Charity Trustee;

102.5 the purchase of property from any Member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any Member or Charity Trustee provided that such sale is at or above market value;

102.6 payment by way of any indemnity, where appropriate;

102.7 and in any such event the terms of Clauses 103 to 105 shall specifically apply.

Personal interests and conflicts of interest

103 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/she has a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

103.1 An interest held by an Individual who is "connected" with the Charity Trustee under section 68(2) of the 2005 Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee.

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

104 Additionally, the Board may resolve at any time to require all Charity Trustees to deliver a notice of relevant interests to the Principal Office, as they arise and at least annually. The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and Members of the Organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.

105 Whenever a Charity Trustee finds that there is a personal interest, as defined in Clause 103, they have a duty to declare this to the Board during the meeting in question. It will be up to the chairperson of the meeting in question to determine:

105.1 whether the potential or real conflict simply be noted in the minutes of any relevant meeting;

105.2 whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter; or

105.3 whether the Charity Trustee in question should be required to be absent during that particular element of the meeting and, in terms of Clause 77, where a Charity Trustee leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.

Office-bearers

106 The Board shall appoint a Treasurer and a Secretary for such term and upon such conditions as it may think fit. The Treasurer and Secretary may be removed by the Board at any time. Whilst in post, the Treasurer and Secretary shall be required to attend but shall have no vote (if not a Charity Trustee) at Board meetings during their tenure as Treasurer or Secretary, except any part or parts thereof dealing with his or her

employment or remuneration, or any other matter which the Board wishes to keep confidential to itself.

107 The Board may appoint other office-bearers, and on the basis that the term of the appointment, the remuneration (if any) payable to the office-bearers, and such conditions of appointment shall be as determined by the Board; the officer-bearers may be removed by them at any time.

Finances and accounts

108 The banking account or accounts of the Organisation shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.

109 Subject to clause 110, the signatures of two out of four signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Organisation; at least one out of the two signatures must be the signature of an Elected Trustee.

110 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 109.

111 The Organisation must use and apply its Property in furtherance of its Purposes and in accordance with its constitution.

112 The Board shall cause accounting records to be kept for the Organisation in accordance with the requirements of the 2005 Act and other relevant regulations.

113 The accounting records shall be maintained by the Treasurer and overseen by the Chair, or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Charity Trustees.

114 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

115 At each AGM, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the organisation). The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than 21 Clear Days before the date of the AGM, be delivered or sent to all Members, Charity Trustees, the office-bearers and the auditor (if applicable), or otherwise be available for inspection on the website or other location of the Organisation (with all Members, Charity Trustees, the Secretary and the auditor (if applicable) being made aware that they are so available for inspection there).

MISCELLANEOUS

Notices

116 A notice may be served by the Organisation upon any Member, either personally or by sending it by post, email or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members or as last notified by them to the Organisation.

117 Any notice, whether served by post or otherwise, shall be deemed to have been served on the day after the day on which it was issued.

Indemnity

118 Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or Member of any sub-committee, the office-bearers and all employees of the Organisation shall be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Organisation and each of them shall be chargeable only for so much money as they may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

Alteration to the Clauses

119 Any alteration to this constitution should comply with the following conditions:

119.1 The alteration shall be decided upon by not less than two thirds of the Ordinary Members present and voting at a AGM or GM (including those by proxy) (or passed unanimously by the Ordinary Members if a written resolution) called specifically (but not necessarily exclusively) for the purpose in terms of clause 47.

119.2 Written consent shall be obtained from OSCR (and its successors) for any changes to the Purposes in terms of section 16 of the 2005 Act.

119.3 OSCR (and its successors) shall be notified of any other changes to the Clauses not covered under Clause 119.2 (ie. not related to the Purposes) in terms of section 17 of the 2005 Act.

119.4 Scottish Ministers shall be notified of any alterations to these Clauses.

Dissolution

120 The winding-up of the Organisation may take place only on the decision of not less than two thirds of its Ordinary Members who are present and voting at a GM (including those by proxy) called specifically (but not necessarily exclusively) for the purpose.

121 If, on the winding-up of the Organisation, any Property or assets remain, after satisfaction of all its debts and liabilities, such Property (including any land acquired by it in terms of the Part 2 or Part 3A of the Land Reform Act 2003 or Part 5 of the Land Reform Act 2016) shall be given or transferred to such other community body or bodies or charitable Group:

(a) as may be determined by not less than two thirds of the Ordinary Members of the Organisation who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose;

(b) which has purposes that resemble closely the purposes of the Organisation; and

(c) is approved by OSCR (and its successors);

122 During winding-up, the Organisation must notify the Scottish Ministers, through the Scottish Government Rural Directorate (or its successors).

Schedule 1 – Definition of the Community

The Community is defined as the area comprising the following postcode units:

ML12 6FF
ML12 6GN
ML12 6HN
ML12 6JT
ML12 6JW
ML12 6PP
ML12 6PR
ML12 6PS
ML12 6PT
ML12 6PX
ML12 6PY
ML12 6PZ
ML12 6QB
ML12 6QD
ML12 6QE

Schedule 2 – Form of Proxy

The form appointing the Proxy in terms of Clause 45.3(c) shall be in the following terms, adapted as appropriate:

I *[full name]* of *[address],* being an Ordinary Member of Coulter Community Trust, hereby appoint *[full name of proxy]* as my proxy to speak and vote on my behalf at the General Meeting of Coulter Community Trust to be held on *[meeting date]* and at any adjournment thereof.

Signed: *[signature of member]*

Date: *[date of signature]*
