



SCOTTISH INDEPENDENT ADVOCACY ALLIANCE

CONSTITUTION

(as amended by a resolution of the members on the 30th
of November 2022)

CONSTITUTION

of

SCOTTISH INDEPENDENT ADVOCACY ALLIANCE

(as amended by a resolution of the members on 30th of November 2022)

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
MEMBERS	criteria, application, subscription, register of members, withdrawal, transfer, expulsion, termination	clauses 11 - 27
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, principles relating to remote participation, written resolutions, minutes	clauses 28 - 70
BOARD (CHARITY TRUSTEES)	categories, number, eligibility, election/retiral/re-election: Elected Trustees, appointment/re-appointment: Co-opted Trustees, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 71 - 102
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 103 - 126
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 127 - 135
MISCELLANEOUS	alterations to the constitution, winding up, interpretation	clauses 136 - 141

GENERAL

Type of organisation

- 1 The organisation is a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

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

Name

- 3 The name of the organisation is “Scottish Independent Advocacy Alliance” (referred to below as “SIAA”).

Purposes

- 4 The organisation’s purposes are to advance education and promote community development in Scotland through:
 - 4.1 Networking, informing and developing the independent advocacy movement;
 - 4.2 Providing or co-ordinating the training related to or relevant to independent advocacy, to service providers and the wider community;
 - 4.3 Making representations to keep advocacy on the local and national agenda;
 - 4.4 Providing a focal point for receiving and disseminating information in to and out of the advocacy movement;
 - 4.5 Providing quality assurance and evaluation services for the advocacy movement.

Powers

- 5 SIAA has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of SIAA may be paid or transferred (directly or indirectly) to the members – either in the course of SIAA’s

existence or on dissolution – except where this is done in direct furtherance of SIAA’s purposes.

Liability of members

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

General structure

- 9 The structure of SIAA consists of:-
 - 9.1 the MEMBERS - who have the right to attend members’ meetings (including any annual members’ meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of SIAA; for example, the board is responsible for monitoring and controlling the financial position of SIAA.
- 10 The people serving on the board are referred to in this constitution as charity trustees.

MEMBERS

Membership criteria

- 11 Membership shall (subject to clauses 12, 14 and 15) be open to any organisation which:
 - 11.1 is an incorporated body;
 - 11.2 is not established for the purposes of generating a profit;

- 11.3 provides independent advocacy (as defined by the SIAA Principles, Standards & Code of Practice);
- 11.4 has its main office based in Scotland;
- 11.5 operates in Scotland; and
- 11.6 supports the purposes and activities of SIAA.

Application for membership

- 12 Any organisation meeting the membership criteria set out in clause 11 and wishing to become a member, must lodge with SIAA a written application for membership, signed on its behalf by an appropriate officer of that organisation and accompanied by such evidence as requested by SIAA under clause 14.
- 13 SIAA shall supply a form for applying for membership to any organisation on request.
- 14 An organisation applying for membership shall supply the following evidence to SIAA with its application, and such other evidence as SIAA may reasonably request to demonstrate that it fulfils the qualifications set out in clause 11:
 - 14.1 evidence that it commits to work in a way described in the most up to date edition of the SIAA Principles, Standards and Code of Practice for Independent Advocacy; and
 - 14.2 evidence that it is committed to supporting and promoting Independent Advocacy as defined in the most up to date edition of the SIAA Principles, Standards and Code of Best Practice for Independent Advocacy.
- 15 The board may, at its discretion, refuse to admit any organisation to membership where they have reasonable grounds to believe that it might, if admitted to membership, act in a manner which would damage the reputation of SIAA, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.
- 16 The board shall consider each application for membership at the first board meeting which is held after receipt of the application; the board shall, within a reasonable time after the meeting, notify the applicant of their decision on the application; where the board has refused to admit an applicant to

membership, the board shall also provide the applicant with a short summary of the reason for their decision.

Membership subscription

- 17 Members shall pay an annual membership subscription on acceptance into membership and/or renewal, the amount of which shall be determined by the board.
- 18 The annual membership subscriptions shall be payable for each year, within a timeframe and to a schedule as determined by the board.
- 19 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due – and providing the member has been given at least one written reminder – the board may, by resolution to that effect, expel the member from membership; for the avoidance of doubt, it will be open to an organisation expelled from membership under this clause to reapply for membership if it so wishes.
- 20 An organisation which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 21 The board must keep a register of members, setting out:
 - 21.1 for each current member:
 - 21.1.1 its full name and address; and
 - 21.1.2 the date on which it was registered as a member of SIAA;
 - 21.2 for each former member - for at least six years from the date on which it ceased to be a member:
 - 21.2.1 its name; and
 - 21.2.2 the date on which it ceased to be a member.
- 22 The board must ensure that the register of members is updated within 28 days of any change:
 - 22.1 which arises from a resolution of the board or a resolution passed by the members of SIAA; or

22.2 which is notified to SIAA.

- 23 If a member or charity trustee of SIAA 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 blanked out.

Withdrawal from membership

- 24 Any organisation which wants to withdraw from membership must give a written notice of withdrawal to SIAA, signed on its behalf by an appropriate officer of that organisation; it will cease to be a member as from the time when the notice is received by SIAA.

Transfer of membership

- 25 Membership of SIAA may not be transferred by a member.

Removal from membership

- 26 Any organisation may be removed from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 26.1 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 removal;
 - 26.2 an individual authorised by the member will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of membership

- 27 Membership shall cease on the liquidation, winding-up, dissolution or striking-off of that organisation.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 28 The board must arrange a meeting of members (an annual members' meeting or "**AGM**") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 The business of each AGM must include:
- 30.1 a report by the chair on the activities of SIAA;
 - 30.2 consideration of the annual accounts of SIAA; and
 - 30.3 the election/re-election of charity trustees, as referred to in clauses 76 to 81.
- 31 The board may arrange a special members' meeting at any time.

Power to request the board to arrange a special members' meeting

- 32 The board must arrange a special members' meeting if they are requested to do so in writing by members who amount to 10% or more of the total membership of the organisation at the time, providing:
- 32.1 the notice states the purposes for which the meeting is to be held; and
 - 32.2 those purposes are consistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 33 A notice given under clause 32 may be in the form of:
- 33.1 one document, signed by at least the proportion of members required under clause 32, or;
 - 33.2 two or more documents in the same form, each signed by one or more members, and together equalling at least the proportion of members required under clause 32.
- 34 If the board receive a notice under clause 32, they must make arrangements for the meeting to be held on a date not later than 28 days from the date on which the notice is received by SIAA.

Notice of members' meetings

- 35 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 36 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 36.2 in the case of any other resolution falling within clause 60 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 35 shall be taken to mean that the following should not be included in calculating the period of notice: 37.1 the day after the notices are posted (or sent by e-mail); and
- 37.2 the day of the meeting itself.
- 38 Notice of every members' meeting must be given to all the members, 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.
- 39 Any notice which requires to be given to a member under this constitution must be:
- 39.1 sent by post to the member, at the address last notified by it to SIAA; or
- 39.2 sent by e-mail to the member, at the e-mail address last notified by it to SIAA.
- 40 If members and charity trustees are to be permitted to participate in a members' meeting by way of an audio and/or audio-visual link or links (see clause 42), the notice (or notes accompanying the notice) must:
- 40.1 set out details of how to connect and participate via that link or links; and

40.2 (particularly for the benefit of authorised representatives of members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:

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

40.2.2 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;

40.2.3 (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; and

40.2.4 (where clause 41 applies) submitting questions and/or comments in advance of the meeting.

41 Where a members' meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 42) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

42 Where clause 41 applies, the chairperson of a members' meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at members' meetings

43 Reference in clauses 43 to 46 to members should be taken to include proxies for members and authorised representatives of members.

44 The board may, if they consider appropriate (whether on the basis of health risks associated with large gatherings, or otherwise) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual links, providing:

- 44.1 the means by which members and charity trustees can participate in this manner 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;
- 44.2 the notice calling the meeting contains the information required under clause 40 and (as applicable) clause 41; and
- 44.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and charity trustees who participate via the audio or audio-visual links 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).
- 45 A members' meeting 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.
- 46 For the avoidance of doubt, an individual participating in a members' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
- 47 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 48 The quorum for a members' meeting is one-third (rounded downwards if necessary) of the total membership, present in person via its authorised representative or represented by proxy.
- 49 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 50 The chair of SIAA should act as chairperson of each members' meeting.
- 51 If the chair of SIAA is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 52 Each member shall be entitled to authorise an individual to attend and vote at members' meetings; they will then be entitled to exercise the same powers on behalf of the body which they represents as that body could have exercised if it had been an individual member of SIAA.
- 53 Every member has one vote, which may be given either personally via the member's authorised representative (as referred to in clause 52) who is present at the meeting or by proxy (subject to clause 63).
- 54 A member which wishes to appoint a proxy to vote on its behalf at any meeting must lodge with SIAA, prior to the time when the meeting commences, a written proxy form, signed by an appropriately authorised person.
- 55 A member shall not be entitled to appoint more than one proxy to attend and vote at the same meeting.
- 56 For the avoidance of doubt charity trustees (whether Elected Trustees or Coopted Trustees) do not have the right to vote at a members' meeting.
- 57 An Elected Trustee may be authorised by the member which nominated them for election as a charity trustee to attend and vote on its behalf at any members' meeting.
- 58 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed them to speak at the meeting.
- 59 All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 60.
- 60 The following resolutions will be valid only if passed by at least two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 68):
- 60.1 a resolution amending the constitution;
 - 60.2 a resolution removing an organisation from membership under clause 26;
 - 60.3 a resolution expelling a person from office as a charity trustee under paragraph 84.9;

- 60.4 a resolution directing the board to take any particular action (or directing the board not to take any particular action);
- 60.5 a resolution approving the amalgamation of SIAA with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor body following the amalgamation);
- 60.6 a resolution to the effect that all of SIAA's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 60.7 a resolution for the winding up or dissolution of SIAA;
- 60.8 a resolution determining what Scottish charity should receive surplus assets immediately preceding its winding up or dissolution, in the circumstances described in clause 139.
- 61 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a casting vote (or a second vote, if the chairperson of the meeting has voted in their capacity as an authorised representative of a member).
- 62 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other individuals present at the meeting and entitled to vote - whether as the representative of a member or as proxies for members) ask for a secret ballot.
- 63 Where an authorised representative of a member is participating in a meeting via an audio or audio-visual link, they may cast their vote on a given 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.
- 64 The chairperson will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting.
- 65 Where members are participating in a meeting via an audio or audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 63, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

- 66 The principles set out in clauses 63 and 65 shall also apply in relation to the casting of votes by an individual in their capacity as the authorised representative of a member or as proxy for a member.

Principles relating to remote participation in members' meetings

- 67 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting are consistent with those requirements:
- 67.1 a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
 - 67.2 the members' meeting need not be held in any particular place;
 - 67.3 the members' meeting may be held without any 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);
 - 67.4 the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - 67.5 a member will be able to exercise the right to vote at a 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.

Written resolutions by members

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

Minutes

- 69 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 70 Minutes of members' meetings must include the names of those present and the organisation they are representing; and (so far as possible) should be signed by the chairperson of the meeting.

BOARD

Categories of charity trustee

- 71 For the purposes of this constitution:
- 71.1 "Elected Trustee" means a trustee (drawn from the membership of SIAA) elected/appointed under clauses 76 to 81;
- 71.2 "Co-opted Trustee" means a charity trustee appointed by the board under clauses 82 and 83.

Number of charity trustees

- 72 The maximum number of charity trustees is 12; out of that number: 72.1
no more than 8 shall be Elected Trustees; and
72.2 no more than 4 shall be Co-opted Trustees.
- 73 The minimum number of charity trustees is 3, of whom a majority must be Elected Trustees.

Eligibility

- 74 A person shall not be eligible for election/appointment as an Elected Trustee unless they have been nominated for election/appointment by a member of SIAA; a person appointed as a Co-opted Trustee need not, however, be a member of SIAA.
- 75 A person will not be eligible for election/appointment to the board if they are:
- 75.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

75.2 an employee of SIAA.

Election/retiral/re-election: Elected Trustees

76 The board shall advertise the opportunity for members to nominate an individual for election as an Elected Trustee at least 28 days prior to the AGM.

77 Any member wishing to nominate an individual for election as a charity trustee at an AGM must lodge with SIAA a written notice (in such form as the charity trustees require), confirming that the individual named in the notice is willing to be appointed; the notice must be signed by them and by an appropriate officer of the body and must be lodged with SIAA at least 14 day before the date of the AGM.

78 No more than one individual may be nominated by a member in pursuance of clause 77.

79 At each AGM, the members may (subject to clauses 72 to 75) elect as a charity trustee (an "Elected Trustee") any individual in respect of whom a valid notice has been lodged with SIAA in accordance with clause 77.

80 The charity trustees may (subject to clauses 72, 75 and 78) at any time appoint any individual nominated by a member (providing they are willing to act) to be a charity trustee (an "Elected Trustee") either to fill a vacancy or as an additional charity trustee.

81 At each AGM, all Elected Trustees shall retire from office, but shall then be eligible for re-election.

Appointment/re-appointment: Co-opted Trustees

82 In addition to their powers under clause 80, the board may (subject to clauses 72,75 and 78) at any time appoint any individual (providing they willing to act) to be a charity trustee (a "Co-opted Trustee") either on the basis that they have been nominated by a body with which SIAA has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the board.

83 At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office – but shall then (subject to clauses 72 to 75) be eligible for reappointment under clause 82.

Termination of office

- 84 A charity trustee will automatically cease to hold office if:
- 84.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 84.2 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;
 - 84.3 (in the case of an Elected Trustee) the body which nominated them ceases to be a member of SIAA;
 - 84.4 they become an employee of SIAA;
 - 84.5 they give SIAA a notice of resignation, signed by them;
 - 84.6 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;
 - 84.7 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 clause 101);
 - 84.8 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 Charities and Trustee Investment (Scotland) Act 2005; or
 - 84.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 85 A resolution under paragraph 84.7 or 84.8 shall be valid only if:
- 85.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

- 85.2 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
- 85.3 at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 86 The board must keep a register of charity trustees, setting out:
 - 86.1 for each current charity trustee:
 - 86.1.1 their full name and address;
 - 86.1.2 the date on which they were appointed as a charity trustee; and
 - 86.1.3 any office held by them in SIAA;
 - 86.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 86.2.1 the name of the charity trustee;
 - 86.2.2 any office held by them in SIAA; and
 - 86.2.3 the date on which they ceased to be a charity trustee.
- 87 The board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 87.1 which arises from a resolution of the board or a resolution passed by the members of SIAA; or
 - 87.2 which is notified to SIAA.
- 88 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 SIAA, the board may provide a copy which has the addresses blanked out - if SIAA is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 89 The charity trustees must, at the first board meeting held after each AGM, elect (from among themselves) a chair and a treasurer.
- 90 In addition to the office-bearers required under clause 89, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 91 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 89 or 90.
- 92 A person elected to any office will automatically cease to hold that office:
- 92.1 if they cease to be a charity trustee; or
- 92.2 if they give to SIAA a notice of resignation from that office, signed by them.

Powers of board

- 93 Except where this constitution states otherwise, SIAA (and its assets and operations) will be managed by the board; and the board may exercise all the powers of SIAA.
- 94 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 95 The members may, by way of a resolution passed in compliance with clause 60 (requirement for two-thirds majority), direct the board to take, or not to take, any particular action; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 96 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of SIAA; and, in particular, must:
- 96.1 seek, in good faith, to ensure that SIAA acts in a manner which is in accordance with its purposes;

- 96.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 96.3 in circumstances giving rise to the possibility of a conflict of interest between SIAA and any other party:
 - 96.3.1 put the interests of SIAA before that of the other party;
 - 96.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to SIAA and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- 96.4 ensure that SIAA complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 97 In addition to the duties outlined in clause 96, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
 - 97.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 97.2 that any charity trustee who has been in serious and/or persistent breach of those duties is removed as a trustee.
- 98 Provided they have declared their interest - and have not voted on the question of whether or not SIAA should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with SIAA in which they have a personal interest; and (subject to clause 99 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 99 No charity trustee may serve as an employee (full time or part time) of SIAA; and no charity trustee may be given any remuneration by SIAA for carrying out their duties as a charity trustee.
- 100 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

- 101 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board.
- 102 The code of conduct referred to in clause 101 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct referred to in article 101.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 103 Any charity trustee may call a meeting of the board.
- 104 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.
- 105 If charity trustees are to be permitted to participate in a board meeting by way of an audio and/or audio-visual link or links, 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:
- 105.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 105.2 (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.

Procedure at board meetings

- 106 No valid decisions can be taken at a board meeting unless a quorum is present; subject to clause 107, the quorum for board meetings is 3 charity trustees, present in person.

- 107 A quorum will not be deemed to be constituted at any board meeting unless at least one office-bearer appointed under clause 89 is present at the meeting.
- 108 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 106, 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.
- 109 The chair of SIAA should act as chairperson of each board meeting.
- 110 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 111 Every charity trustee has one vote, which must be given personally (subject to clause 117).
- 112 Subject to paragraph 85.3, all decisions at board meetings will be made by majority vote.
- 113 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 114 The board may, if they consider appropriate (whether on the basis of health risks associated with gatherings, or otherwise) allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links, providing:
- 114.1 the means by which charity trustees can participate in this manner 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
- 114.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees who participate via the audio or audio-visual links 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).
- 115 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.

- 116 For the avoidance of doubt, an individual participating in a members' meeting via an audio or audio-visual link 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.
- 117 Where a charity trustee is participating in a board meeting via an audio or audio-visual link, they may cast their vote on a given 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.
- 118 The board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 119 A charity trustee must not vote at a board meeting (or at a meeting of a subcommittee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of SIAA; they must withdraw from the meeting while an item of that nature is being dealt with.
- 120 For the purposes of clause 119:
- 120.1 an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 120.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
- 121 The principles set out in clause 67 (principles relating 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.
- 122 A resolution agreed to in writing (or by e-mail) by all of the charity trustees then in office (providing a copy of the resolution has been circulated to all of

the charity trustees (along with a cut-off time for objections – see clause 123)) shall be as valid as if duly passed at a board meeting.

123 If a resolution is circulated to the charity trustees under clause 122, any one or more charity trustees may, following receipt of the resolution, notify the chair of SIAA that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is given prior to the relevant cut-off time;

123.1 the chair of SIAA must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

123.2 the resolution cannot be dealt with under the process provided for in clause 122 unless and until that board meeting has taken place.

124 Notification must be given to the charity trustees, whenever a resolution is circulated under clause 122, of a cut-off time (which must be reasonable in the circumstances) for notifications under clause 123; and on the basis that any such notifications received after that cut-off time will be ineffective.

Minutes

125 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

126 The minutes to be kept under clause 125 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 127 The board may delegate any of their powers to sub-committees; a subcommittee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 128 The board may also delegate to the chair of SIAA (or the holder of any other post) such of their powers as they may consider appropriate.
- 129 When delegating powers under clause 127 or 128, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 130 Any delegation of powers under clause 127 or 128 may be revoked or altered by the board at any time.
- 131 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

- 132 Subject to clause 133, 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 SIAA; at least one out of the two signatures must be the signature of a charity trustee.
- 133 Where SIAA 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 132.

Accounting records and annual accounts

- 134 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 135 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.

MISCELLANEOUS

Alterations to the constitution

- 136 This constitution may (subject to clause 137) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 60) or by way of a written resolution of the members.
- 137 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Winding-up

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

Interpretation

- 140 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 140.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 140.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 140.1 above.
- 141 In this constitution:
- 141.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - 141.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is

also regarded as a charitable purpose in relation to the application of the Taxes Acts.