|  |
| --- |
|  |
| **CONSTITUTION OF NEUROLOGICAL ALLIANCE of SCOTLAND** **(SCIO)** |

**CONSTITUTION**

**of**

**NEUROLOGICAL ALLIANCE of SCOTLAND [SCIO]**

|  |
| --- |
| **CONTENTS** |
| **GENERAL** | type of organisation, Scottish principal office, name, purposes, powers, liability, general structure | clauses 1 - 15 |
| **MEMBERS** | qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination | clauses 16 - 35 |
| **DECISION-MAKING BY THE MEMBERS**  | members’ meetings, power to request members’ meeting, notice, procedure at members’ meetings, voting at members’ meetings, written resolutions, minutes | clauses 36 - 62 |
| **EXECUTIVE (CHARITY TRUSTEES)** | number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct | clauses 63 - 93 |
| **DECISION-MAKING BY THE CHARITY TRUSTEES** | notice, procedure at Executive meetings, minutes | clauses 94 - 109 |
| **ADMINISTRATION** | sub-committees, operation of accounts, accounting records and annual accounts | clauses 110 - 118 |
| **MISCELLANEOUS** | winding up, alterations to the constitution, interpretation | clauses 119 - 124 |

**GENERAL**

**Type of organisation**

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

**Scottish principal office**

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

**Name**

1. The name of the organisation is “NEUROLOGICAL ALLIANCE of SCOTLAND (SCIO)”, (hereinafter called the "Alliance").

**Purposes**

1. The purposes of the Alliance shall be to advance the education of the public in all matters concerning neurological disorders and to promote the welfare of persons affected by neurological conditions and their carers so that their conditions of life may be improved by carrying out research and investigation into preventative procedures and treatments. In furtherance thereof but not otherwise the Alliance shall seek:–
2. To inform and influence policy that affects the lives of people with neurological conditions.
3. To raise awareness and disseminate information about neurological conditions and their impact on individuals and society.
4. To promote improvements in care for people with neurological conditions.
5. To research, collect and disseminate information on all matters affecting the stated objectives. The results of any such research shall be made available to the public.

**Powers**

1. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
2. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members – either in the course of the organisation’s existence or on dissolution – except where this is done in direct furtherance of the organisation’s charitable purposes.

**Liability of members**

1. 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.
2. 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**

1. The structure of the organisation consists of:–
2. the MEMBERS – who have the right to attend members' meetings (including any annual general 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;
3. the EXECUTIVE – who hold regular meetings, and generally control the activities of the organisation; for example, the Executive is responsible for monitoring and controlling the financial position of the organisation.
4. The Executive also appoints charity trustees to fill vacancies, and the people serving on the Executive (in their capacity as members of the organisation) have power to make changes to the constitution itself.
5. The people serving on the Executive are referred to in this constitution as charity trustees for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.
6. The Charities and Trustee Investment (Scotland) Act 2005 requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation.
7. The Alliance shall be one body.
8. The governing body of the Alliance shall be the Annual General Meeting.
9. At the Annual General Meeting, the Executive shall report to the assembled members and shall discuss all matters of which previous written notification has been given.

**MEMBERS**

**Qualifications for membership**

1. Full membership of the Alliance (hereinafter called Members) shall be open to any ‘not for profit’ organisation which is interested in furthering the objects of the Alliance or in participating in its organisation and which have paid the membership fee as determined from time to time by the AGM.
2. The Executive shall have power to admit to associate membership individuals, companies, societies, Alliances and statutory and other bodies supporting, or having a professional interest in the objectives of the Alliance. Associate members shall be entitled to receive notice of and to attend General Meetings of the Alliance and to such other privileges as the Executive may determine provided that such associate members shall not hold voting rights; shall be entitled to speak during meetings only at the invitation of the Chairman; shall not be counted for the purpose of determining whether a meeting is quorate and shall be deemed not to be included in any reference to member or members in the Constitution except where otherwise expressly indicated. Associate members shall pay such fees or subscription as may be determined from time to time by the AGM.
3. Organisations eligible for membership under clause 16, shall nominate up to two individuals as their representatives; such an organisation may withdraw the nomination of its representatives at any time by written notice to the Alliance to that effect, and on receipt of such a notice by the Alliance, the individuals concerned will automatically cease to be members.
4. Membership shall be open to all irrespective of political affiliation, nationality, religion, sex, race, disability or age.

**Application for membership**

1. Application for full membership shall be made on the membership application form provided by the Alliance; the application will then be considered by the Executive at its next Executive meeting.
2. The Executive may, at its discretion, refuse to admit any organisation to membership.
3. The Executive must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit to membership.

**Membership subscription**

1. The membership fees payable shall be determined by the Annual General Meeting. The membership fees shall be reviewed from time to time by the Executive and, if it identifies a need to amend the fees, such proposals shall be brought before the next Annual General Meeting for debate.

**Register of members**

1. The Executive must keep a register of members, setting out
	1. for each current member:–
		1. The organisations full name and address; and
		2. the date on which the organisation was registered as a member of the Neurological Alliance of Scotland;
	2. for each former member – for at least six years from the date they ceased to be a member:–
		1. the organisations name; and
		2. the date on which they ceased to be a member.
2. The Executive must ensure that the register of members is updated within 28 days of any change:–
	1. which arises from a resolution of the Executive or a resolution passed by the members of the organisation; or
	2. which is notified to the organisation.
3. If a member or charity trustee requests a copy of the register of members, the Executive 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 Executive may provide a copy which has the addresses blanked out.

**Withdrawal from membership**

1. Any organisation who wants to withdraw from membership must give a written notice of withdrawal to the Executive from the organisations Chief Executive or equivalent; that organisation will cease to be a member as from the time when the notice is received by the Executive.

**Transfer of membership**

1. Membership of the organisation may not be transferred.

**Re-registration of members**

1. The Executive may, at any time, issue notices to the 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 Executive.
2. If a member fails to provide confirmation to the Executive (in writing or by e-mail) that they wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 29, the Executive may expel them from membership.
3. A notice under clause 29 will not be valid unless it refers specifically to the consequences (under clause 30) of failing to provide confirmation within the 28-day period.

**Expulsion from membership**

1. The Executive shall have the power to terminate the membership of any member and may, by resolution communicated to a member in writing and stating clearly the grounds upon which it proposes to act, call upon the member to resign from the Alliance.
2. The member in question shall have the power to attend and be heard by a meeting of the Executive before a final decision is made. If the member does not attend such an appeal meeting and will not resign after being called upon to do so, the Executive may, by resolution, terminate the membership.
3. The expression "member" in this Rule shall include associate members.

**Termination**

1. Membership of the Alliance will terminate upon the dissolution of the member organisation.

**DECISION-MAKING BY THE MEMBERS**

**Members’ meetings**

1. The Executive must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
2. The gap between one AGM and the next must not be longer than 15 months.
3. Notwithstanding clause 37, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
4. The business of each AGM must include:–
	1. a report by the chair on the activities of the organisation;
	2. consideration of the annual accounts of the organisation;
	3. the election/re-election of charity trustees, as referred to in clauses 68 to 71.
5. The Executive may arrange a special members' meeting at any time.

**Power to request the Executive to arrange a special members’ meeting**

1. The Executive must arrange a special members’ meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
	1. the notice states the purposes for which the meeting is to be held; and
	2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
2. If the Executive receive a notice under clause 41, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

**Notice of members’ meetings**

1. At least 14 clear days’ notice must be given of any AGM or any special members' meeting.
2. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
	1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
	2. in the case of any other resolution falling within clause 55 (requirement for two-thirds majority) must set out the exact terms of the resolution.
3. The reference to “clear days” in clause 43 shall be taken to mean that, in calculating the period of notice,
	1. the day after the notices are posted (or sent by e-mail) should be excluded; and
	2. the day of the meeting itself should also be excluded.
4. Notice of every members' meeting 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.
5. Any notice which requires to be given to a member under this constitution must be:–
	1. sent by post to the member, at the address last notified by them to the organisation; *or*
	2. sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

**Procedure at members’ meetings**

1. No valid decisions can be taken at any members' meeting unless a quorum is present.
2. The quorum for a members' meeting is 15% of the registered membership, present in person or virtually, and chairperson.
3. 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.
4. The chair of the organisation should act as chairperson of each members' meeting.
5. If the chair of the organisation is not present either in person or virtually 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**

1. Every member has one vote, which must be given personally or by proxy in the format issued prior to the meeting.
2. All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 55.
3. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members’ meeting (or if passed by way of a written resolution under clause 59):
	1. a resolution amending the constitution;
	2. a resolution expelling a person from membership under clause 32 a resolution directing the Executive to take any particular step (or directing the Executive not to take any particular step);
	3. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
	4. a resolution to the effect that all of the organisation’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);
	5. a resolution for the winding up or dissolution of the organisation.
4. 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.
5. 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 members present at the meeting) ask for a secret ballot.
6. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

**Written resolutions by members**

1. 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**

1. The Executive must ensure that proper minutes are kept in relation to all members' meetings.
2. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
3. The Executive shall make available copies of the minutes referred to in clause 60 to any member of the public requesting them; but on the basis that the Executive may exclude confidential material to the extent permitted under clause 108.

**EXECUTIVE (CHARITY TRUSTEES)**

**Number of charity trustees**

1. The maximum number of charity trustees is 14, of whom up to 12 must be drawn from the organisation membership and up to two of whom can be co-opted from outwith the organisation membership.
2. The minimum number of charity trustees is 5.

**Eligibility**

1. A person shall not be eligible for election/appointment to the Executive under clauses 67 to 70 unless the organisation is a member of the alliance; a person appointed to the Executive under clause 69 need not, however, be a member of the organisation.
2. A person will not be eligible for election or appointment to the Executive if they are:–
	1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
	2. an employee of the Neurological Alliance.

**Initial charity trustees**

1. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.
2. Election to the Executive shall be for three years.

**Election, retiral, re-election**

1. Each trustee may serve a maximum of three consecutive terms. After three terms a trustee must take a one year break before applying for re-election.
2. At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 66) to be a charity trustee.
3. The Executive may at any time appoint any member (unless he/she is debarred from membership under clause 66) to be a charity trustee.
4. Retiring members of the Executive are eligible for re-election.
5. A charity trustee retiring at an AGM will be deemed to have been re-elected unless:–
	* 1. he/she advises the Executive prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
		2. an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
		3. iii a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

**Appointment/re-appointment of co-opted charity trustees**

1. In addition to their powers under clause 70, the Executive may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 63, and providing they are not debarred from membership under clause 66) on the basis that that they have specialist experience and/or skills which could be of assistance to the Executive.
2. At each AGM, all of the charity trustees appointed under clause 73 shall retire from office – but shall then be eligible for re-appointment under that clause.

**Termination of office**

1. A charity trustee will automatically cease to hold office if:–
	1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	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;
	3. (in the case of a charity trustee elected/appointed under clauses 67 to 70) they cease to be a member of the organisation;
	4. they become an employee of the organisation;
	5. they give the organisation a notice of resignation, signed by themselves;
	6. They are absent (without good reason, in the opinion of the Executive) from more than any three meetings of the Executive in a 12-month period – but only if the Executive resolves to remove them from office;
	7. they are removed from office by resolution of the Executive 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 919);
	8. they are removed from office by resolution of the Executive 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
	9. they are removed from office by a resolution of the members passed at a members’ meeting.
2. A resolution under paragraph 75.7, 75.8 or 75.9 shall be valid only if:–
	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;
	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
	3. (in the case of a resolution under paragraph 75.7 or 75.8) 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**

1. The Executive must keep a register of charity trustees, setting out
	1. for each current charity trustee:
		1. their full name and address;
		2. the date on which they were appointed as a charity trustee; and
		3. any office held by them in the organisation;
	2. for each former charity trustee – for at least 6 years from the date on which they ceased to be a charity trustee:
		1. the name of the charity trustee;
		2. any office held by them in the organisation; and
		3. the date on which they ceased to be a charity trustee.
2. The Executive must ensure that the register of charity trustees is updated within 28 days of any change:
	1. which arises from a resolution of the Executive or a resolution passed by the members of the organisation; or
	2. which is notified to the organisation.
3. If any person requests a copy of the register of charity trustees, the Executive 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 Executive may provide a copy which has the addresses blanked out – if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

**Office-bearers**

1. The charity trustees must elect (from among themselves) a chair and a vice chair.
2. In addition to the office-bearers required under clause 80, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
3. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 80 or 81.
4. A person elected to any office will automatically cease to hold that office:–
	1. if they cease to be a charity trustee; *or*
	2. if they give to the organisation a notice of resignation from that office, signed by themselves.

**Powers of Executive**

1. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Executive; and the Executive may exercise all the powers of the organisation.
2. A meeting of the Executive at which a quorum is present may exercise all powers exercisable by the Executive.
3. The members may, by way of a resolution passed in compliance with clause 55 (requirement for two-thirds majority), direct the Executive to take any particular step or direct the Executive not to take any particular step; and the Executive shall give effect to any such direction accordingly.

**Charity trustees – general duties**

1. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:–
	1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
	2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
	3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
		1. put the interests of the organisation before that of the other party;
		2. 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;
	4. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
2. In addition to the duties outlined in clause 87, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:–
	1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
	2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
3. 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 the organisation in which they have a personal interest; and (subject to clause 90 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.
4. 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.
5. 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**

1. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Executive from time to time.

The code of conduct referred to in clause 92 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 in force from time to time.

**DECISION-MAKING BY THE CHARITY TRUSTEES**

**Notice of Executive meetings**

1. Any two (or more) charity trustees may call a meeting of the Executive *or* ask the secretary to call a meeting of the Executive.
2. At least 14 days' notice must be given of each Executive meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

**Procedure at Executive meetings**

1. No valid decisions can be taken at an Executive meeting unless a quorum is present; the quorum for Executive meetings is 5 charity trustees, present in person or virtually.
2. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 96, 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.
3. The chair of the organisation should act as chairperson of each Executive meeting.
4. If the chair is not present either in person or virtually 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.
5. Every charity trustee has one vote, which must be given personally.
6. All decisions at Executive meetings will be made by majority vote.
7. 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.
8. The Executive may, at its discretion, allow any person to attend either in person or virtually, and speak at an Executive meeting notwithstanding that they are not a charity trustee – but on the basis that they must not participate in decision-making.
9. A charity trustee must not vote at an Executive meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
10. For the purposes of clause 104:–
	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;
	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.

**Minutes**

1. The Executive must ensure that proper minutes are kept in relation to all Executive meetings and meetings of sub-committees.
2. The minutes to be kept under clause 106 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
3. The Executive shall (subject to clause 109) make available copies of the minutes referred to in clause 106 to any member of the public requesting them.
4. The Executive may exclude from any copy minutes made available to a member of the public under clause 108 any material which the Executive considers ought properly to be kept confidential – on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

**ADMINISTRATION**

**Delegation to sub-committees**

1. The Executive may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
2. The Executive 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.
3. When delegating powers under clause 110 or 111, the Executive must set out appropriate conditions (which must include an obligation to report regularly to the Executive).
4. Any delegation of powers under clause 110 or 111 may be revoked or altered by the Executive at any time.
5. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Executive.

**Operation of accounts**

1. Subject to clause 116, the signatures of two out of three signatories appointed by the Executive will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
2. 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 115.

**Accounting records and annual accounts**

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

**MISCELLANEOUS**

**Winding-up**

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

**Alterations to the constitution**

1. This constitution may (subject to clause 122) be altered by resolution of the members passed at a members’ meeting (subject to achieving the two thirds majority referred to in clause 55) or by way of a written resolution of the members.
2. 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).

**Interpretation**

1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:–
	1. any statutory provision which adds to, modifies or replaces that Act; and
	2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 123.1 above.
2. In this constitution:–
	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;
	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.