

CONSTITUTION

Of

Coldstream Gateway Association SCO34135

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GENERAL

Name of association

- 1 The name of the association is Coldstream Gateway Association

Coldstream Gateway Association in an OSCR Registered Charity
Organisation under Charity No SCO34135

Purposes

- 2 The association's purposes are:
 - (a) To manage the activities and finances of the Coldstream Christmas Lights, Coldstream in Bloom and Coldstream Community News.
 - (b) Helping to enhance Coldstream community making it a desirable place to live, work and visit.

Powers

- 3 In pursuance of the purposes set out in clause 2 (but not otherwise), the association shall have the following powers: -
 - (a) To raise funds via fund raising events and grant applications plus receive contributions, donations, provided that the association shall not undertake any permanent trading activity.
 - (b) To produce leaflets/posters/social media posts to publicise the association's activities.
 - (c) To hold meetings to discuss and plan the activities of the association.
 - (d) To pay the necessary expenses involved in running the association.
 - (e) To carry on any other lawful activities which further any of the above purposes and aims of the association.
 - (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - (h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).

- (j) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's purposes.
 - (k) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (l) To establish and/or support any charity, and to make donations for any charitable purpose falling within the association's purposes. To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- 4 No part of the income or property of the association may be paid or transferred (directly or indirectly) to the committee members - either in the course of the association's existence or on dissolution - except where this is done in direct furtherance of the association's purposes.
- 5 Clause 4 does not prevent the association making any payment which is permitted under clauses 30 to 34 (remuneration and expenses).

General structure

- 6 The structure of the association consists of the management committee - who hold regular meetings and generally control the activities of the association; for example, the management committee is responsible for monitoring and controlling the financial position of the association.
- 7 The management committee also appoints members to fill vacancies, and the people serving on the management committee (in their capacity as members of the association - see clauses 8 and 10) have power to make changes to the constitution itself.
- 8 The people serving on the management committee are referred to in this constitution as MANAGEMENT COMMITTEE MEMBERS - and they are **also** the **beneficiaries** of the association for the purposes of the Scottish Charities Act.
- 9 Under the provisions of this constitution, anyone residing in Coldstream is considered to be a beneficiary of the Association's activities as detailed in **section 2 Purposes**
- 10 The Scottish Charities Act requires certain decisions to be taken by the management committee in their capacity as members of the association.

MANAGEMENT COMMITTEE

Number of committee members

- The association shall elect a committee of **3** office bearers *Chair, Secretary, Treasurer* plus a minimum of **3** non-officer bearer members who will direct the policy and management of the association. They shall be elected to serve for one year after which time they may stand for re-election.
- Other members may be appointed to undertake particular responsibilities within the association.
- The Chair will have a casting vote in the event of a tie.
- The committee will have the power to co-opt members if it wishes to use this power.
- The committee will meet a minimum of **4** times a year. The quorum level will be set at **5**.
- The committee can consist of up to **10** members

Eligibility

- 11 A person will not be eligible for appointment to the management committee if they are:
- (a) disqualified from being a charity trustee under the Scottish Charities Act (if the association is a charity); or
 - (b) an employee of the association.

Appointment/retiral

- 12 The management committee may at any time appoint any person (subject to clause 13 and providing they are not debarred under clause 11) to be a management committee member, - by way of a resolution passed by majority vote at a management committee meeting.
- 13 At each AGM, all of the management committee members elected/appointed under clause 14 (and, in the case of the first AGM, including the initial management committee members) shall retire from office - but shall then be eligible for re-election.

Termination of office

- 14 A management committee member will automatically cease to hold office if:
- (a) they become disqualified from being a charity trustee under the Scottish Charities Act, if the association is a charity.
 - (b) they become incapable for medical reasons of carrying out their duties as a management committee member - but only if that has continued (or is expected to continue) for a period of more than six months.

- (c) they become an employee of the association.
 - (d) they give the association a notice of resignation (either in writing or by email).
 - (e) they are absent (without good reason, in the opinion of the management committee) from more than three consecutive management committee meetings - but only if the management committee resolve to remove them from office.
 - (f) they are removed from office by resolution of the management committee on the grounds that they are considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 36); or
 - (g) they are removed from office by resolution of the management committee 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 Scottish Charities Act
- 15 A resolution under paragraph (f) or (g) of clause 16 shall be valid only if:
- (a) the management committee member concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed.
 - (b) the management committee member 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
 - (c) at least two thirds (to the nearest round number) of the management committee then in office vote in favour of the resolution.

Register of management committee members

- 16 The management committee must keep a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.
- 17 If any person requests a copy of the register of management committee members, the management committee 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 management committee member, the management committee may provide a copy which has the addresses blanked out - if the

association is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 18 The management committee must elect (from among themselves) a chair, a treasurer and a secretary.
- 19 In addition to the office-bearers required under clause 20, the management committee may elect (from among themselves) further office-bearers if they consider that appropriate.
- 20 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected by the management committee (after the AGM) under clause 20 or 21.
- 21 A person elected to any office will automatically cease to hold that office:
- (a) if they cease to be a management committee member; or
 - (b) if they give to the association a notice of resignation from that office (either in writing or by email).

Powers of management committee

- 22 Except where this constitution states otherwise:
- (a) the association (and its assets and operations) will be managed by the management committee; and
 - (b) the management committee may exercise all the powers of the association.
- 23 A meeting of the management committee at which a quorum of **5** is present may exercise all powers exercisable by the management committee.

Management committee members - general duties

- 24 Each of the management committee has a duty, in exercising functions as a management committee member, to act in the interests of the association; and, in particular must:
- (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its purposes.
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

- (c) in circumstances giving rise to the possibility of a conflict of interest between the association and any other party:
 - (i) put the interests of the association before that of the other party; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the association and refrain from participating in any deliberation or decision of the other management committee members with regard to the matter in question.
- (d) ensure that the association complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act, if the association is a charity.

25 In addition to the duties outlined in clause 26, all of the management committee members must take such steps as are reasonably practicable for the purpose of ensuring:

- (a) that any breach of any of those duties by a management committee member is corrected by the management committee member concerned and not repeated; and
- (b) that any management committee member who has been in serious or persistent breach of those duties is removed as a management committee member.

Conflicts of interest involving management committee members - general

26 The management committee must use every effort to ensure that conflicts of interest involving management committee members (including those which relate to individuals or bodies connected with management committee members) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:

- (a) Clauses 29 and 32 require management committee members to declare any personal interest which they may have in any transaction or other arrangement with the association.
- (b) Clause 53 prohibits a management committee member with a personal interest in a proposed arrangement from voting on the question of whether the association should enter into that arrangement.
- (c) clause 31 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a

management committee member (or where the management committee member might benefit from remuneration paid to a connected party).

- 27 In addition to complying with the provisions referred to in clause 26:
- (a) the management committee must maintain a register of management committee members' interests.
 - (b) the chairperson of each management committee meeting must invite declarations of interest, shortly after the start of the meeting.
 - (c) the minutes of each management committee meeting must record any conflicts of interest which have been declared at the meeting and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

- 28 No management committee member may serve as an employee (full time or part time) of the association; and no management committee member may be given any remuneration by the association for carrying out their duties as a management committee member.
- 29 Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable.
 - (b) the management committee must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
- 30 Provided they have declared their interest - and have not voted on the question of whether or not the association should enter into the arrangement - a management committee member will not be debarred from entering into an arrangement with the association in which they have a personal interest where that is not prohibited by clause 30 or 31; and (subject to clause 31 and – if the association is a charity at the time – subject to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.

- 31 The management committee members 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 management committee members

- 32 Each of the management committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the management committee from time to time.
- 33 The code of conduct referred to in clause 35 shall be supplemental to the provisions relating to the conduct of management committee members contained in this constitution and (if the association is a charity at the time) the duties imposed on charity trustees under the Scottish Charities 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.

DECISION-MAKING BY THE MANAGEMENT COMMITTEE

Notice of management committee meetings

- 34 Any management committee member may call a meeting of the management committee or may ask the secretary to call a meeting of the management committee.
- 35 At least 7 days' notice must be given of each management committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 36 If management committee members are to be permitted to participate in a management committee meeting by way of audio and/or audio-visual link(s), the management committee members 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 management committee members who may have difficulties in using a computer or laptop for this purpose) the management committee members' attention should be drawn 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) (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 management committee meetings

- 37 No valid decisions can be taken at a management committee meeting unless a quorum is present; the quorum for management committee meetings is 5 management committee members, present in person.
- 38 An individual participating in a management committee 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 management committee member, will be deemed to be in attendance) at the meeting.
- 39 If at any time the number of management committee members in office falls below the number stated as the quorum in clause 40, the remaining management committee member(s) will have power to fill the vacancies or call a general meeting - but will not be able to take any other valid decisions.
- 40 The chair of the association should act as chairperson of each management committee meeting.
- 41 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 management committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 42 Every management committee member has one vote, which must be given personally (subject to clause 46).
- 43 All decisions at management committee meetings will be made by majority vote.
- 44 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.
- 45 The management committee may if they consider appropriate (and must, if this is required under clause 49), allow management committee members to participate in management committee 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:
 - (a) the means by which management committee members 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

management committee members - a barrier to participation;
and

- (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those management committee members 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 management committee members (if any) who are attending in person (and vice versa).

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

- (a) the requirements set out in paragraphs (a) and (b) of clause 48 will apply; and
- (b) the management committee must use all reasonable endeavours to ensure that all management committee members have access to one or more means by which they may hear and contribute to discussions at the meeting.

47 A management committee meeting may involve two or more management committee members participating via attendance in person while other management committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

48 Where a management committee member or management committee members are participating in a management committee 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.

49 The management committee 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 management committee meeting notwithstanding that they are not a management committee member - but on the basis that they must not participate in decision-making.

50 A management committee member must not vote at a management committee 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 association; they must withdraw from the meeting while an item of that nature is being dealt with.

51 For the purposes of clause 53:

- (a) an interest held by an individual who is “connected” with the management committee member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that management committee member (even if the association is not a charity at the time).
- (b) a management committee member will (subject to clause 55) 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 (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.

52 Where a subsidiary of the association has an interest in a particular matter which is to be considered by the management committee, a management committee member who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation

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

- (a) a management committee member cannot insist on participating in the management committee meeting, or voting at the management committee meeting, by any particular means.
- (b) the management committee meeting need not be held in any particular place.
- (c) the management committee 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).

- (d) the management committee meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting.
- (e) a management committee member will be able to exercise the right to vote at the management committee meeting by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the management committee) and which permits that management committee member's vote to be taken into account in determining whether or not a resolution is passed.

Management committee resolutions agreed in writing or by email

- 54 A resolution agreed to in writing (or by email) by a majority of the management committee members then in office shall (subject to clauses 58 and 59) be as valid as if duly passed at a management committee meeting.
- 55 A resolution under clause 57 shall not be valid unless a copy of the resolution was circulated to all of the management committee members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 59.
- 56 If a resolution is circulated to the management committee members under clause 58, any one or more management committee members may, following receipt of a copy of the resolution, notify the secretary that they consider that a management committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- (a) the secretary must convene a management committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible.
 - (b) the resolution cannot be treated as valid under clause 57 unless and until that management committee meeting has taken place.
 - (c) the management committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that management committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the management committee members then in office.

Minutes

- 57 The management committee must ensure that proper minutes are kept in relation to all management committee meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the management committee members under clause 57.
- 58 The minutes to be kept under clause 60 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 59 The records of resolutions kept under clause 60 must include the names of those management committee members who agreed to the resolution (as well as the names of any management committee members who stated that they disagreed with the resolution); and should be signed by the chair of the association.

DECISION MAKING BY THE MANAGEMENT COMMITTEE AS MEMBERS

- 60 (if a charity at the time) For certain purposes of the Scottish Charities Act, the management committee make decisions in their capacity as *members* of the association, rather than as a management committee; the provisions of clauses 64 to 87 relate to those situations.

Annual general meetings

- 61 The management committee must convene a meeting of the management committee members - in their capacity as members of the organisation - in each calendar year; that meeting will be called an annual general meeting or "AGM".
- 62 The gap between one AGM and the next must not be longer than 15 months.
- 63 Notwithstanding clause 64, 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.
- 64 The business of each AGM must include:
- (a) a report by the chair on the activities of the organisation; and
 - (b) consideration of the future strategy for the organisation, including a review of key risks and opportunities.

- 65 The management committee may convene any other meetings of the management committee members - in their capacity as members of the organisation - at any time.

Notice of members' meetings

- 66 At least 14 clear days' notice must be given of any AGM or any other members' meeting.
- 67 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) in the case of any resolution falling within clause 78 (requirement for two-thirds majority) must set out the exact terms of the resolution; and
 - (b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 68 The reference to "clear days" in clause 69 shall be taken to mean that, in calculating the period of notice:
- (a) the day after the notices are posted (or sent by email) should be excluded; and
 - (b) the day of the meeting itself should also be excluded.
- 69 Notice of every member's meeting must be given to all the management committee members; but the accidental omission to give notice to one or more management committee members will not invalidate the proceedings at the meeting.
- 70 Any notice of a members' meeting which requires to be given to a management committee member - in their capacity as a member of the organisation - under this constitution must be:
- (a) sent by post to the management committee member, at the address last notified by them to the association; or
 - (b) sent by email to the management committee member, at the email address last notified by them to the association.
- 71 Clause 39 shall apply where notice is being given in relation to a members' meeting at which management committee members (in their capacity as members of the organisation) are to be permitted to participate by way of audio and/or audio-visual link(s).

Procedure at members' meetings

- 72 The provisions of clauses 40, **Error! Reference source not found.**, 42 and 43 (quorum, chairperson) shall apply in relation to all

meetings of the management committee members in their capacity as members of the association.

Voting at members' meetings

- 73 Every management committee member shall have one vote in their capacity as a member, which must be given personally (subject to clause 82).
- 74 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 83.
- 75 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 84):
- (a) a resolution amending the constitution.
 - (b) a resolution for the dissolution of the association.
- 76 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.
- 77 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.
- 78 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 79 The provisions of clauses 48 to 51 (remote participation) shall apply in relation to participation and voting by management committee members in their capacity as members of the association.

Technical objections to remote participation in members' meetings

- 80 The principles set out in clause 53 (technical objections to remote participation) shall apply in relation to remote participation and voting at members' meetings, as if each reference in that clause to a management committee member were a reference to a management committee member in their capacity as a member and each reference in that clause to a management committee meeting were a reference to a members' meeting.

Written resolutions by members

- 81 A resolution agreed to in writing (or by email) by all the management committee members, in their capacity as members of the association, 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 management committee member agreed to it.

Minutes of members' meetings

- 82 The management committee must ensure that proper minutes are kept in relation to all members' meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under clause 84.
- 83 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.
- 84 The records of resolutions kept under clause 85 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the association.

ADMINISTRATION

Delegation to sub-committees

- 85 The management committee may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
- 86 When delegating powers under clause 87, the management committee must set out appropriate conditions (which must include an obligation to report regularly to the management committee).
- 87 Any delegation of powers under clause 87 may be revoked or altered by the management committee at any time.

The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the management committee.

Operation of accounts

- 88 The management committee should ensure that the systems of financial control adopted by the association in relation to the operation of the association's bank accounts (including online banking) reflect the recommendations made from time to time by the association's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

- 89 The management committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

- 90 The management committee must prepare annual accounts, complying with all relevant statutory requirements; and
- (a) if an audit is required under any statutory provisions (or if the management committee consider that an audit would be appropriate for some other reason), the management committee should ensure that an audit of the accounts is carried out by a qualified auditor.
 - (b) if an audit is not carried out, the management committee must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Dissolution

- 91 The members may, by way of a resolution passed in compliance with clause 17 (requirement for two thirds majority), resolve that the association be dissolved.
- 92 If a resolution to dissolve the association is passed under clause 95, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other body or bodies having purposes similar to those of the association [which is/are a charity or charities at the time].
- 93 The identity of the body or bodies to which assets are transferred under clause 96 shall be determined by the members of the association at, or prior to, the time of dissolution.
- 94 For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

- 95 This constitution may (subject to clause 100) be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority referred to in clause 17) or by way of a resolution of the members agreed in writing or by email under clause **Error! Reference source not found.**
- 96 The Scottish Charities Act prohibits charities from taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation,

winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR); if the association is a charity at the time, it must obtain OSCR's consent accordingly, before taking the relevant step.



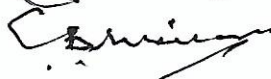
Interpretation

- 97 References in this constitution to the Scottish Charities Act should be taken to include:
- (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 98 In this constitution:
- (a) "Scottish Charities Act" means (subject to clause 101) the Charities and Trustee Investment (Scotland) Act 2005.
 - (b) "charity" means a body which is entered in the Scottish charity register.
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Initial members of the management committee

- 99 The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 03 September 2025

Signature	Name	Address	Position
	Joy Thomson	2 Duke St, CS	Chair
	Joy Thomson	as above	Treasurer
	Colin Milne	15 Lambton Green CS	Secretary