CONSTITUTION OF

Cardowan Community Meadow

SCIO

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Charities and Trustee Investment (Scotland) Act 2005

Constitution

of

Cardowan Community Meadow

In this constitution, the following definitions apply throughout:

- "**AGM**" means an Annual General Meeting.
- "**Board**" means the Board of Charity Trustees.
- "**Charity"** means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.
- **"Charity Trustees"** means the persons having the general control and management of the organisation (The Board).
- "**Clauses**" means any clause.
- "**Clear days**" means a period excluding the day when notice is given and the day of the meeting.
- "**Community"** means the Community area described in Clause 4.
- "**GM**" means a General Meeting.
- **"Group"** means those other organisations (incorporated or not) that are not this organisation (SCIO).
- **"Individual"** means a human/person.
- "**Land Reform Act**" means the Land Reform (Scotland) Act 2003 and every statutory modification or re-enactment thereof for the time being in force.
- **"Members"** means those individuals and groups who have joined this organisation.
- "**Organisation**" means the SCIO whose constitution this relates to.
- "**OSCR"** Means Office of the Scottish Charity Regulator"
- "**Property**" means any property, assets or rights, heritable or moveable, wherever situated in the world.
- "**SCIO"** means Scottish Charitable Incorporated Organisation.
- "**Them & their"** means individual or groups (either he, she or they).
- **"The 2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.

	Words importing the singular number only shall include the plural number, and *vice versa;* and words importing the masculine gender only shall include the feminine gender.
	These Clauses supersede any model Clauses and any regulations pertaining thereto. Subject to the aforesaid, any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Clauses.
	The Schedule to these Clauses are deemed to form an integral part of these Clauses.

	NAME
1	The name of the organisation is “Cardowan Community Meadow” [SCIO] (“**the SCIO**”).
2	The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).
	REGISTERED OFFICE
3	The principal office of the organisation will be in Scotland (and must remain in Scotland).
	DEFINITION OF COMMUNITY AND PURPOSES
4	The organisation has been formed to benefit the Community of Cardowan as defined by the following postcode areas G33 6AH, G33 6AE, G33 6AZ, G33 6AY, G33 6AW, G33 6AX, G33 6AA, G33 6AU, G33 6AT, G33 6AD, G33 6BA, G33 6BB, G33 6HL, G33 6HU, G33 6JF. Streets: Kilpatrick Drive, Cardowan Road, Frankfield Road, Ardtoe Crescent, Ardtoe Place, Dorlin Road, Comedie Road, Clayhouse Road, Craigmuirend Road, Mossview Road, Drimmin Road and Cruachan Drive (“the Community”), with the Purposes listed in the sub-clauses hereto (“the Purposes”), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs), namely:
	PURPOSES
5	The Organisation has been formed to benefit the community of Cardowan area with the following purposes: The organisations purposes are:
5.1	To conserve and protect the natural environment and promote and regenerate its use for local community enrichment as a community owned country park.
5.2	To promote and encourage public interest in the conservation, history, and recreational benefits of Cardowan
	POWERS
6	The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, (but without limiting the range of powers available under the 2005 Act), the SCIO has power:
6.1	To encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes.
6.2	To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
6.3	To provide advice, consultancy, training, tuition, expertise and assistance.

6.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
6.5	To register an interest in land and to exercise the right to buy land under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 including any statutory amendment or re-enactment thereof for the time being in force ("**the Land Reform Act**").
6.6	To purchase, take on lease, hire, or otherwise acquire any property suitable for the organisation
6.7	To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the organisation's property.
6.8	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the organisation.
6.9	To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.
6.10	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the organisation.
6.11	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the organisation.
6.12	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
6.13	To borrow or raise money for the Purposes and to give security in support of any such borrowings by the organisation and/or in support of any obligations undertaken by the organisation.
6.14	To set aside funds not immediately required as a reserve or for specific purposes.
6.15	To invest any funds which are not immediately required for the activities of the organisation in such investments as may be considered appropriate, which may be held in the name of a nominee organisation under the instructions of the Board of Trustees, and to dispose of, and vary, such investments.
6.16	To make grants or loans of money and to give guarantees.
6.17	To establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the purposes.
6.18	To establish, operate and administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not.
6.19	To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
6.20	To enter into contracts to provide services to or on behalf of others.
6.21	To effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees).
6.22	To oppose, or object to, any application or proceedings which may prejudice the interests of the organisation.
6.23	To pay the costs of forming the organisation and its subsequent development.
	GENERAL STRUCTURE OF THE ORGANISATION
7	The structure of the organisation comprises:

7.1	**Members** – comprising: a) Ordinary Members (who have the right to attend the AGM and any GM and have important powers under these Clauses and the Act, who elect people to serve as Trustees and take decisions in relation to any changes to these Clauses), and: b) Associate Members and Junior Members; and
7.2	**Charity Trustees** – comprising: a) Elected Charity Trustees and b) Appointed and/or co-opted Charity Trustees who hold regular meetings between each AGM, in particular, are responsible for monitoring its financial position set the strategy and policy, generally control and supervise the activities of the organisation.
7.3	The following conditions apply to the structure:
7.4	The organisation shall have not fewer than 20 members at any time; and
7.5	At least three quarters of the members of the organisation are members of the Community; and
7.6	In the event that the number of members falls below 10 or that at least three quarters of the members of the organisation do not consist of members of the Community, the Board may conduct essential business and to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or take steps to maintain the majority.
	MEMBERSHIP
8	The members of the organisation shall consist of those individuals who made the application for registration of the organisation and such other individual or group as are admitted to membership under the following clauses.
8.1	Membership of the organisation is open to:
8.2	**Ordinary Members:** those individuals aged 16 and over who: (a) are resident in the Community; and (b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and (c) who support the purposes;
8.3	**Associate Members:** those individuals who: a) are not resident in the Community b) support the purposes. Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.
8.4	**Junior Members:** those individuals who: a) are aged between 12 and 15 and b) who support the Purposes. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

8.5	Declaring that, if a member ceases to comply with any of the criteria at Clauses **8.2, 8.3 & 8.4** they will be obliged to inform the organisation and will thereafter have membership reclassified in terms of either Clauses **8.2, 8.3 or 8.4** and that if the organisation becomes aware of changes itself it will so reclassify the member and notify them accordingly.
	APPLICATION FOR MEMBERSHIP
9	Any individual or group who wishes to become a member shall in such written form as the Board prescribe submit a written application for membership (in the case of a group the application must be signed by an appropriate officer of that group).
9.1	The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Clause **8.2, 8.3 or 8.4** apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Clause **7.4, 7.5 or 7.6** or has previously been a member of the organisation and continues to be excluded from membership by virtue of Clause **17**, and inform the applicant of the board's decision.
	MEMBERSHIP SUBSCRIPTIONS
10	[Clause removed by members through a resolution to amend the constitution dated 22 July 2024]
10.1	
10.2	
10.3	
10.4	
11	Membership of the organisation may not be transferred by a member.
	RE-REGISTRATION OF MEMBERS
12	The Board 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 board.
13	If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause **12**, the board may expel them from the membership.
14	A notice under clause **12** will not be valid unless it refers specifically to the consequences (under clause **13**) of failing to provide confirmation within the 28-day period.
	LIABILITY OF MEMBERS
15	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.
16	The members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause **15** does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally
	CESSATION OF MEMBERSHIP
17	A member shall cease to be a member if:

17.1	Any individual or group who/which wants to withdraw from membership gives a written notice of withdrawal to the organisation, signed by them or (in the case of a group) signed on its behalf by an appropriate officer of that group; they will cease to be a member as from the time when the notice is received by the organisation; or
17.2	Being a group, it goes into receivership, liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or
17.3	The annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or
17.4	A resolution that a member be expelled is passed by a majority of at least two thirds of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Charity Trustees, all members and the Office Bearers (if applicable) and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
17.5	Being an individual, they die (the right of membership not being assignable) or
17.6	Failure to comply with the code of conduct for Trustees which would result in cessation of Trustee and membership; or
17.7	Failure to respond to any re-registration request under clause **12.**
	REGISTER OF MEMBERS
18	The Board must keep a register of members, setting out for each current member: a) their full name; b) address; and c) the date on which they were registered as a member of the organisation.
19	Where any member is not an individual, the register must also contain: a) Any other name by which the member is known b) The principle contact for the member; c) Any number assigned to it in the register (if it's a charity); and d) Any number assigned to it if it's a company
20	For each former member - for at least six years from the date on he/she ceased to be a member: a) their name; and b) the date on which they ceased to be a member
21	The Board must ensure that the register of members is updated within 28 days of receiving notice of any change
22	If a member or Charity Trustee of the organisation requests a copy of the register of members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a Charity Trustee), the Board may provide a copy which has the addresses blanked out.

	ANNUAL GENERAL MEETINGS
23	The Board shall convene an Annual General Meeting (AGM) for all members in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 15 months after the date of incorporation of the Organisation. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.
24	The business of each AGM shall include: a) the report by the Chairperson on the activities of the organisation; b) the election of Charity Trustees; c) fixing of annual subscriptions (if applicable); d) consideration of the accounts of the organisation e) the appointment of the auditor (if applicable); and f) the report of the auditor (if applicable)
	THE PROVISIONS WITH REGARD TO GENERAL MEETINGS
25	All other meetings for all members, other than AGMs, shall be called General Meetings (GM);
26	The Board may convene a GM whenever it thinks fit; and:
26.1	The Board must convene a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 5% of the ordinary members, must clearly state the purposes of the meeting and must be delivered to the Registered Office.
27	Subject to the terms of clause **91**, the provisions regarding notice of a Meeting are as follows:
27.1	At least 14 “clear days” notice must be given of any GM or any special members' meeting.
27.2	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 a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or b) in the case of any other resolution falling within clause **35** (requirement for two-thirds majority) must set out the exact terms of the resolution
27.3	Any notice which requires to be given to a member under this constitution must be: - a) sent by post to the member, at the address last notified by them to the organisation; or b) sent by e-mail to the member, at the e-mail address last notified by them to the organisation
27.4	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.

	CHAIRPERSON OF MEETINGS (AGM & GM)
28	The Chairperson of the organisation shall act as Chairperson of each meeting or if not present or willing the Vice-Chairperson of the organisation shall act as Chairperson of each meeting. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that meeting.
	QUORUM AT GENERAL MEETINGS
29	The quorum for a general meeting shall be the greater of (a) 8 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any general meeting unless a quorum is present.
30	If a quorum is not present within 15 minutes after the time at which the general meeting was due to commence - or if, during a general meeting, a quorum ceases to be present - the general meeting shall stand adjourned to such time, date and place as may be fixed by the Chairperson of the general meeting.
31	The board may make any arrangements in advance of any general meetings to allow members to fully participate in such general meetings so long as all those participating in the meeting can clearly comprehend each other; a member participating in any such means other than in person shall be deemed to be present in person at the general meeting.
	VOTING AT GENERAL MEETINGS
32	The Chairperson of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
33	The provisions regarding voting are as follows:
33.1	a) each Ordinary Member shall have one vote, to be exercised in person or by proxy, by a show of hands b) Unless a secret ballot is demanded by the Chairperson of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, this may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting. c) This shall be conducted in such a manner as the Chairperson of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded. d) In that event, the Chairperson of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members;
33.2	Associate and Junior Members shall have no vote;
33.3	Whilst actual attendance by Ordinary Members is to be encouraged at General Meetings, any Ordinary Member shall be entitled to complete one form of proxy to appoint a proxy to attend a General Meeting on their behalf, in respect of which the following apply:
33.3.1	a proxy need not be a member;
33.3.2	a proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed him or her to speak at the meeting and to vote thereat; and

33.3.3	the form appointing the Proxy shall be in terms of Schedule 1 annexed to these Clauses;
33.3.4	the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than 48 hours before the time of the meeting at which the proxy is to be used; and
33.3.5	no form of proxy shall be valid more than 12 months from the date it was granted; and
33.4	in the event of an equal number of votes for and against any resolution, the Chairperson of the meeting shall have a vote in their capacity as a member of the organisation
	Resolutions
34	Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting provided that the terms of Clause **35** are followed:
35	At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, a) to alter the name of the Organisation; or b) to amend the Purposes; or c) to amend these Clauses or d) to wind up of the Organisation in terms of Clause **94**; or e) all other Special Resolutions. shall require to be decided upon by not less than two thirds of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting).
35.1	Where such a written resolution is proposed by members, the following shall apply: (a) the resolution must be requested by not less than 5% of the voting members ("the members request"); (b) the members' request must identify the resolution to be put to members and the Board can reject such resolutions, but must provide reasons for doing so to the members requesting the resolution; (c) within 14 days, the Board must circulate (circulation date) the resolution with the express statements referred to: 1. An explanation to the eligible members how to signify their agreement to the resolution; 2. how it can be sent back by them, 3. clarification that a failure to reply will be deemed to be a vote against the resolution in question; 4. and the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).
35.2	An ordinary resolution in writing signed by or on behalf of a simple majority of all the Ordinary Members shall be as valid and effective as if the same had been passed at a General Meeting of the organisation duly convened and held, provided that the terms of this Clause are followed.
35.3	A Special Resolution in writing signed by or on behalf of not less than two thirds of all the Ordinary Members shall be as valid and effective as if the same had been passed at a General Meeting of the organisation duly convened and held, provided that the terms of this Clause are followed.

	MEETING ADJOURNMENT
36	The Chairperson of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time, date and place as he or she may determine.
	ORGANISATION MANAGEMENT
37	The affairs, property and funds of the organisation shall be directed and managed by a Board of Charity Trustees. The Board may exercise all such powers of the organisation, and may on behalf of the organisation do all acts as may be exercised and done by the organisation, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Clauses and to the provisions of the 2005 Act.
	INTERIM BOARD
38	Upon incorporation of the organisation, the following applies with regard to the Interim Board of Charity Trustees:
38.1	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'.
	COMPOSITION OF THE BOARD OF CHARITY TRUSTEES
39	The number of Charity Trustees shall be not less than three and the total number of Charity Trustees shall not be more than 12.
	APPOINTMENT OF CHARITY TRUSTEES
40	From and after the first General Meeting of the organisation, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Charity Trustees), namely:
40.1	up to 9 individual persons elected as Charity Trustees by the Ordinary Members in terms of **Clauses 42** ("the Elected Charity Trustees"), who must themselves be Ordinary Members; and
40.2	up to 3 individual persons co-opted in terms of **Clause 44** ("the Co-opted Charity Trustees"), so as to ensure a spread of skills and experience within the Board;
40.	Who shall meet as often as necessary to despatch all business of the organisation and particularly with reference to the restrictions in the quorum for Board meetings specified in **Clauses 59 and 60.**
41	Employees of the organisation may not be nominated as or become Charity Trustees.
	ELECTED CHARITY TRUSTEES
42	At the first General Meeting held in terms of Clause **38.2 and 40**, the Ordinary Members shall elect up to nine (9) Elected Charity Trustees, in respect of which the following shall apply:
42.1	Provided that the first General Meeting in terms of Clause **38.2** is held before the first AGM, there shall be no change in or election of Charity Trustees at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirals since);
42.2	At the second and each subsequent AGM, one-third of the Elected Charity Trustees (or the nearest number upwards) shall retire from office;
42.3	A retiring Elected Charity Trustee shall retain office until the close or adjournment of the meeting;

42.4	A retiring Elected Charity Trustee shall be eligible for re-election after one term of office, but no Charity Trustee can serve more than two consecutive terms of office, without at least one year out of office before being eligible again. In exceptional circumstances a further two-year extension may be applied (i.e. a Trustee can serve a total of 8 years);
42.5	If no other Charity Trustee has or Charity Trustees have decided or agreed to retire, the Elected Charity Trustees to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Charity Trustees on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
42.6	Nomination of any Elected Charity Trustee, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Charity Trustee if elected; and
42.7	Election of any Elected Charity Trustee shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Charity Trustees on the Board.
	APPOINTED CHARITY TRUSTEES
43	Trustees must be elected or co-opted no trustees are to be appointed by any nominating body
	CO-OPTED CHARITY TRUSTEES
44	Subject to Clause **40.3**, up to three (3) individual/individuals may be co-opted from time to time by the Board of Trustees itself, as follows:
44.1	subject to Clause **44.3**, a Co-opted Charity Trustee shall serve until the next AGM after his or her co-option;
44.2	a Co-opted Charity Trustee can be re-co-opted at such next AGM;
44.3	a Co-opted Charity Trustee can be removed from office at any time by a simple majority of the Board; and
44.4	for the avoidance of doubt, a Co-opted Charity Trustee may participate fully in at all Board meetings which they attend, but are ineligible to vote at them.
	VACANCY & JUNIOR REPRESENTATION ON BOARD
45	The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.
45.1	The Junior Members shall at each AGM select one of their own number, aged between 12 to 15 years, to act as the Junior representative, who will not be a Charity Trustee but who will be entitled to attend all Board meetings (without a vote) to put forward the views and interests of young people in the Community.,
	CHARITY TRUSTEES – GENERAL DUTIES
46	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:-
46.1	seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
46.2	act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

46.3	in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party, put the interests of the organisation before that of the other party; where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question.
46.4	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
47	In addition to the duties outlined in **clause 46**, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
47.1	that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
47.2	that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
47.3	provided they has declared their interest - and has 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 group in which they have a personal interest; and (subject to **clause 47.4** 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.
47.4	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.
47.5	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
48	Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
49	The code of conduct referred to in **clause 48** 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.
	REGISTER OF CHARITY TRUSTEES
50	The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee: a) The name of the Charity Trustee; b) The address of the Charity Trustee c) the date on which they were appointed as a Charity Trustee; and d) any office held by them in the organisation;
51	Where a Charity Trustee is not an individual the register must also contain a) Any other name by which the Charity Trustee is known b) The principle contact for the Charity Trustee c) Any number assigned to it in the register (if it's a charity) d) Any number with which it is registered as a company

52	Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act it must be recorded in the register
53	For each former Charity Trustee - for at least 6 years from the date on which they ceased to be a charity Trustee: a) the name of the Charity Trustee; b) any office held by the Charity Trustee in the organisation; and c) The date on which they ceased to be a charity Trustee.
54	The Board must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change
55	If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.
	TERMINATION OF CHARITY TRUSTEES OFFICE
56	A Charity Trustee will automatically cease to hold office if: - a) they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; b) they become incapable for medical reasons of carrying out his/her duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months; c) in the case of a Charity Trustee elected under **clause 42**) they ceases to be a member of the organisation; d) in the case of a Charity Trustee appointed under **clauses 43**) they ceases to be a member of the appointing group; e) in the case of a Charity Trustee co-opted under **clauses 44**) the board under clause 44.3 vote to end the appointment; f) they becomes an employee of the organisation; g) they gives the organisation a notice of resignation, signed by them; h) 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 him/her from office; i) they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in **clauses 46 to 49**); j) 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 his/her duties under section 66(1) or (2) of the 2005 Act; or k) they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act l) they commit any offence under section 53 of the 2005 Act.
57	Subject to clause **56(i)** the Charity Trustee who is subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed.
57.1	The Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed prior to the resolution being put to a vote.
57.2	In the case of a resolution under clause **56(i)** at least two thirds of the Charity Trustees then in office a required to vote in favour of the resolution.

	RETIRAL OF CHARITY TRUSTEES
58	Subject to **Clause 42.2** at the second and each subsequent AGM, one-third of the Elected Charity Trustees (or the nearest number upwards) shall retire from office;
	CHAIRPERSON AND VICE-CHAIRPERSON
59	The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chairperson or Vice-Chairperson) meet to appoint a Chairperson, and if desired a Vice-Chairperson, from the Charity Trustees (both of whom must be Ordinary Members).
	BOARD MEETINGS
60	The quorum for Board meetings shall be not less than 50% of all the Trustees, provided that the Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
61	A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.
62	The Board may make any arrangements in advance of any general meetings to allow members to fully participate in such general meetings so long as all those participating in the meeting can clearly comprehend each other; a member participating in any such means other than in person shall be deemed to be present in person at the general meeting.
63	7 “clear days” notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in **Clause 34** is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.
63.1	All other Board meetings shall require not less than 7 days’ prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
65	On the request of a Charity Trustee the Officer Bearer shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.
66	No alteration of the Clauses and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
67	A resolution in writing (whether one single document signed by all or a sufficient majority of the Charity Trustees, or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Charity Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
68	The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in **Clause 39**, it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.
69	The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
70	The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members/Charity Trustees.
	BOARD MEETING VOTING

71	The Chairperson, whom failing the Vice-Chairperson (if any), shall be entitled to preside as Chairperson of all Board meetings at which he or she is present. If at any meeting neither the Chairperson nor the Vice-Chairperson is present and willing to act as Chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Charity Trustees may appoint one of the Elected Charity Trustees to be Chairperson of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairperson or Vice-Chairperson will be available.
72	The Chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote,
73	Each Charity Trustee present (and is eligible to vote) has one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.
	MINUTES
74	The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
74.1	Subject to **Clause 74**, the organisation, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes
74.2	Where such a request is received under **Clause 74.1** the organisation: (a) may withhold information contained in the minutes and (b) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.
	SUB-COMMITTEES
75	The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.
	CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND CHARITY TRUSTEES
76	The income and property of the organisation shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the organisation are to be applied for the benefit of the Community.
77	No part of the income or property of the organisation shall be paid or transferred (directly or indirectly) to the members of the organisation, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Clause **78**.
78	No benefit (whether in money or in kind) shall be given by the organisation to any member or Charity Trustee except the possibility of:
78.1	repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board of Charity Trustees); or

78.2	reasonable remuneration to any member or Charity Trustee in return for specific services actually rendered to the organisation (not being of a management nature normally carried out by a Trustee of an organisation); or
78.3	payment of interest at a rate not exceeding the commercial rate on money lent to the organisation by any member or Charity Trustee; or
78.4	payment of rent at a rate not exceeding the open market rent for property let to the organisation by any member or Charity Trustee; or
78.5	the purchase of property from any member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any member or Charity Trustee provided that such sale is at or above market value; or
78.6	payment by way of any indemnity, where appropriate;
78.7	and in any such event the terms of Clauses **79 to 81** shall specifically apply.
	PERSONAL INTERESTS & CONFLICTS OF INTEREST
79	A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; he/she must withdraw from the meeting while an item of that nature is being dealt with. a) 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; b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
80	The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.
81	Whenever a Charity Trustee finds that there is a personal interest, as defined in Clause **79**, he or she has a duty to declare this to the Board meeting in question. It will be up to the Chairperson of the meeting in question to determine:
81.1	whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
81.2	whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
81.3	whether the Charity Trustee in question should be required to be absent during that particular element of the meeting and, in terms of Clause **61**, where a Charity Trustee leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.
	OFFICER BEARERS
82	The Board may appoint office bearers, from within their number including a Treasurer with responsibility for finances, these office bearers may not receive renumeration

	FINANCES & ACCOUNTS
84	The banking account or accounts of the organisation shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.
85	All cheques and other negotiable instruments, and all receipts for monies paid to the organisation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
86	The organisation must use and apply its property in furtherance of its purposes and in accordance with its constitution.
87	The Board shall cause accounting records to be kept for the organisation in accordance with the requirements of the 2005 Act and other relevant regulations.
88	The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Trustees.
89	the Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements'.
90	At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the organisation). The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting, be delivered or sent to all members, Charity Trustees, the Office Bearers and the auditor, or otherwise be available for inspection on the website or other location of the organisation (with all members, Charity Trustees, the organisation Secretary and the auditor being made aware that they are so available for inspection there).
	NOTICES
91	A notice may be served by the organisation upon any member by whatever means the board feels is appropriate. Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched
	INDEMNITY
92	Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or member of any sub-committee, the organisation Office Bearers and all employees of the organisation shall be indemnified out of the funds of the organisation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the organisation and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.
	ALTERATION TO THE CLAUSES
93	Any alteration to this constitution should comply with the following conditions:
93.1	upon the decision of not less than two thirds of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Clause **34;**

93.2	any changes to the purposes are subject to written consent being obtained from the Office of the Scottish Charity Regulator (and its successors) in terms of section 16 of The Charities and Trustee Investment (Scotland) Act 2005
93.3	Notify the Office of the Scottish Charity Regulator (and its successors) of any other changes to the Clauses not covered under Clause **93.2** (i.e. not related to purposes) in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005
93.4	notify the Scottish Ministers of any alterations to the Articles under Section 35(1) of the Land Reform Act
	DISSOLUTION
94	The winding-up of the Organisation may take place only on the decision of not less than two thirds of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
95	If, on the winding-up of the Organisation, any property or assets remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other Community body or bodies or charitable group as may be: (a) determined by not less than two thirds of the Ordinary Members of the organisation who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and (b) ensuring such assets are transferred to another body which has purposes which resemble closely the purposes of the organisation (c) approved by the Office of the Scottish Charity Regulator (and its successors);
96	And during wind-up notify the Scottish Ministers, through the Scottish Government Rural Directorate (or its successors).

Schedule 1
Form of Proxy

The form appointing the Proxy in terms of Clause 33.3.3 shall be in the following terms, adapted as appropriate:

Cardowan Community Meadow

I……..……,

of……,
being an Ordinary Member of the above organisation hereby

appoint…….……,

of ……..……,

and, failing him or her, ……...……,

of……,
as my proxy to vote for me on my behalf at the (Annual/General) meeting of the organisation to be held on..... and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed.....day of .....

Signature of member appointing proxy ……