

THE CONSTITUTION

of

PAISLEY ART INSTITUTE (SCIO)

Revised 5th August 2021

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GENERAL

Type of organisation

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

Scottish principal office

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

Name

- 3 The name of the organisation is "PAISLEY ART INSTITUTE (SCIO)"

Purposes

- 4 The Paisley Art Institute (SCIO) was created to absorb and continue the association of Paisley Art Institute (PAI) which was founded in 1876. It will continue to exist as a membership led organisation with the purpose of promoting artists, and the visual arts, through a regular programme of exhibitions, educational activities, competitions, events, talks and debates and the purchase of works of art, or literature. In furtherance of this mission the PAI wishes to be known for its cultural legacy, its philanthropy, its openness and inclusiveness and for fairness, equality and diversity.

The organisation's purposes are:

4.1 The organisation's objects are:

- a) The advancement of the arts, heritage, recreation and culture.
- b) The advancement of education.

The organisation's objects are restricted to those set out in these articles (but subject to article 5).

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of 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

- 7 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.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of the organisation consists of:-
 - 9.1 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;
 - 9.2 the HONORARY MEMBERS – who have the right to attend the annual general meeting (and any extraordinary general meeting) but who do not have important powers under the constitution and the Charities and Trustee Investment (Scotland) Act 2005 in their capacity as Honorary Members; in particular may not elect people to serve as Charity Trustees or take decisions in relation to changes of the articles themselves;
 - 9.3 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Membership is open to any individual aged 16 or over who is either:
 - a) Artist member – a practising artist in the visual arts who has gained skills and experience and whose work may be considered suitable for public exhibition.
 - b) Associate member – any person involved or interested in the arts who wishes to be closely affiliated with the mission and purpose of the charity.

12 Employees of the organisation are not eligible for membership.

Application for membership

13 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.

14 The board may, at its discretion, refuse to admit any person to membership.

15 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

Membership subscription

Membership subscriptions will be payable annually, the subscription rates for shall be laid out in the organisation's general rules and byelaws.

Register of members

16 The board must keep a register of members, setting out

16.1 for each current member:

16.1.1 their full name and address; and

16.1.2 the date on which they were registered as a member of the organisation;

16.2 for each former member - for at least six years from the date on which they ceased to be a member:

16.2.1 their name; and

16.2.2 the date on which they ceased to be a member.

17 The board must ensure that the register of members is updated within 28 days of any change:

17.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

17.2 which is notified to the organisation.

18 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.

Withdrawal from membership

- 19 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

- 20 Membership of the organisation may not be transferred by a member.

Re-registration of members

- 21 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.
- 22 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 22, the board may expel them from membership.
- 23 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

Cessation of membership

- 24 Membership of the SCIO shall not be transferable and will cease:-
- (i) on the Member's death, or, if the Member is not an individual, upon the Member ceasing to exist on dissolution, receivership, liquidation or on the appointment of an administrator (save for the purposes of reconstruction or reorganisation);
 - (ii) if the Member resigns by giving at least seven clear days' notice in writing to the Trustees; or
 - (iii) if the Member is removed from Membership under Clause 25.
- 25 A Member may be removed from Membership if a resolution is passed by two-thirds of the members at a members' meeting. Such a resolution may only be passed if the member has been given at least 21 days' written notice of the proposed resolution and the grounds on which it is proposed. The member or, at the option of the member, his representative (who need not be a member) must be allowed to make representations to the members and such representations must be considered by the members before the resolution is voted upon. The member will be entitled to appeal the decision to the Board of Trustees.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 26 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 27 The gap between one AGM and the next must not be longer than 15 months.
- 28 Notwithstanding clause 27, 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.
- 29 The business of each AGM must include:-
 - 29.1 a report by the chair on the activities of the organisation;
 - 29.2 consideration of the annual accounts of the organisation;
 - 29.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.
 - 29.4 all of which shall be sent to the members not less than 14 clear days prior to the AGM
- 30 The board may arrange a special members' meeting at any time.

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

- 31 The board 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:
 - 31.1 the notice states the purposes for which the meeting is to be held; and
 - 31.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 32 If the board receive a notice under clause 32, 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

- 33 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 34 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- 34.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 34.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 35 The reference to “clear days” in clause 34 shall be taken to mean that, in calculating the period of notice,
- 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 35.2 the day of the meeting itself should also be excluded.
- 36 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.
- 37 Any notice which requires to be given to a member under this constitution must be: -
- 37.1 sent by post to the member, at the address last notified by them to the organisation; *or*
- 37.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

- 38 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 39 The quorum for a members' meeting is 20 members, present in person or by proxy is a quorum.
- 40 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 a meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 41 The chair of the organisation should act as chairperson of each members' meeting.
- 42 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 43 Every member has one vote, which must be given personally or by proxy.
- 44 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.
- 45 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 50):
- 45.1 a resolution amending the constitution;
 - 45.2 a resolution expelling a person from membership under clause 25;
 - 45.3 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);
 - 45.4 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);
 - 45.5 a resolution for the winding up or dissolution of the organisation.
- 46 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.
- 47 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.
- 48 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

- 49 A resolution agreed to in writing (or by e-mail) by two-thirds of 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

- 50 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 51 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.

- 52 The board shall make available copies of the minutes referred to in clause 51 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 99.

BOARD

Number of charity trustees

- 53 The maximum number of charity trustees is twelve; out of that:
- 53.1 no more than twelve shall be charity trustees who were elected/appointed under clauses 59 and 60 (or deemed to have been appointed under clause 58); and
 - 53.2 no more than four shall be charity trustees who were co-opted under the provisions of clauses 63 and 64.
- 54 The minimum number of charity trustees is six.

Eligibility

- 55 A person shall not be eligible for election/appointment to the board under clauses 58 to 61 unless they are a member of the organisation; a person appointed to the board under clause 63 need not, however, be a member of the organisation.
- 56 A person will not be eligible for election or appointment to the board if they are: -
- 56.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 56.2 an employee of the organisation.

Initial charity trustees

- 57 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.

Election, retiral, re-election

- 58 At each AGM, the members may elect any member (unless they are debarred from membership under clause 57) to be a charity trustee.
- 59 The board may at any time appoint any member (unless they are debarred from membership under clause 57) to be a charity trustee.
- 60 At each AGM, all of the charity trustees elected/appointed under clauses 59 and 60 (and, in the case of the first AGM, those deemed to have been

appointed under clause 58) shall retire from office – but shall then be eligible for re-election under clause 59.

61 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -

61.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

61.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or

61.3 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

62 In addition to their powers under clause 60, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 54, and providing they are not debarred from membership under clause 57) either on the basis that they have been nominated by a body with which the organisation has close contact in the course of its activities *or* on the basis that they have specialist experience and/or skills which could be of assistance to the board.

63 At each AGM, all of the charity trustees appointed under clause 63 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

64 A charity trustee will automatically cease to hold office if: -

64.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

64.2 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;

64.3 (in the case of a charity trustee elected/appointed under clauses 58 to 62) they cease to be a member of the organisation;

64.4 they become an employee of the organisation;

64.5 they give the organisation a notice of resignation, signed by them;

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

- 64.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82);
 - 64.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 64.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 65 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -
- 65.1 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;
 - 65.2 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
 - 65.3 (in the case of a resolution under paragraph 65.7 or 65.8) 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

- 66 The board must keep a register of charity trustees, setting out
- 66.1 for each current charity trustee:
 - 66.1.1 their full name and address;
 - 66.1.2 the date on which they were appointed as a charity trustee; and
 - 66.1.3 any office held by them in the organisation;
 - 66.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 66.2.1 the name of the charity trustee;
 - 66.2.2 any office held by them in the organisation; and
 - 66.2.3 the date on which they ceased to be a charity trustee.
- 67 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 67.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

67.2 which is notified to the organisation.

- 68 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 69 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 70 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 71 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.
- 72 A person elected to any office will automatically cease to hold that office: -
- 72.1 if they cease to be a charity trustee; *or*
 - 72.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

- 73 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 74 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 75 The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 76 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:-
- 76.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 76.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 76.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- 76.3.1 put the interests of the organisation before that of the other party;
 - 76.3.2 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;
- 76.4 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.
- 77 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 77.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 77.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 78 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 80 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.
- 79 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.
- 80 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

- 81 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.
- 82 The code of conduct referred to in clause 82 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 board meetings

- 83 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 84 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

- 85 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is six charity trustees, present in person.
- 86 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, 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.
- 87 The chair of the organisation should act as chairperson of each board meeting.
- 88 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 89 Every charity trustee has one vote, which must be given personally.
- 90 All decisions at board meetings will be made by majority vote.
- 91 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.
- 92 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 93 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 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.
- 94 For the purposes of clause 94: -
- 94.1 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;

- 94.2 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

- 95 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 96 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 97 The board shall (subject to clause 99) make available copies of the minutes referred to in clause 96 to any member of the public requesting them.
- 98 The board may exclude from any copy minutes made available to a member of the public under clause 98 any material which the board 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

- 99 The board may delegate any of their powers to sub-committees; a sub-committee must include at least three charity trustee, but other members of a sub-committee need not be charity trustees.
- 100 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 101 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 102 Any delegation of powers under clause 100 or 101 may be revoked or altered by the board at any time.
- 103 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

- 104 Subject to clause 106, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the

lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.

- 105 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 105.

Accounting records and annual accounts

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

MISCELLANEOUS

Winding-up

- 108 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.
- 109 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

- 110 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.

The Charities and Trustee Investment (Scotland) Act 2005 prohibits 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).

Interpretation

- 111 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

111.1 any statutory provision which adds to, modifies or replaces that Act; and

- 111.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.
- 112 In this constitution: -
- 112.1 “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;
- 112.2 “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.
- 113 Any or all of the Trustees and Members may participate in a Trustees’ or General Meeting by any suitable means which allows all participants to communicate with all other participants. Participation by such means shall constitute presence in person at a meeting, and the meeting shall be deemed to have occurred where the majority of the participants are present or, if there is no such majority, where the Chair of the meeting is present.

Honorary Members

- 114 The Charity Trustees may at their discretion from time to time grant the status of Honorary Member to individuals for their lifetime. Honorary members are excused from paying the membership subscription but may not elect people to serve as Charity Trustees or take decisions in relation to changes of the articles of association. All Members can be appointed as Honorary members and will not lose their rights as a Member if they are appointed.

Proxies

- 115 A member may appoint another person (who need not be a Member of the SCIO) as his proxy to exercise all or any of his rights at a members’ meeting or annual general meeting. Where an individual is appointed as a proxy for more than one member, he will have one vote for each member entitled to vote on a resolution.
- 116 A member remains entitled to exercise his rights at a meeting even where a valid notice of proxy has been delivered. Unless the member otherwise directs, where a member who has submitted a valid notice of proxy attends a meeting, the notice of proxy shall become invalid for as long as the Member remains present at the meeting.
- 117 A valid notice of proxy must be in writing and must be (in the case of an individual) signed by the member granting the proxy or by his attorney, or (in the case of a Corporate Member) be either under its common seal or signed by an authorised signatory on its behalf. Where a notice of proxy is signed by an

attorney, the Trustees may require evidence of the authority of the attorney. The notice of proxy must be in the usual form or in any other form as the Trustees may accept. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. A notice of proxy must be delivered to the place specified in the notice of the meeting for the delivery of proxy notices, or, if no place is so specified, to the principal office of the SCIO, not less than 24 hours before the time for which the meeting, adjourned meeting, or secret ballot is scheduled (or, in the case of a secret ballot held within 24 hours of being requested, must be delivered at the time at which the ballot was requested) and in default shall not be treated as valid.

- 118 A notice of proxy may specify how the proxy is to vote (or that he is to abstain from voting) on one or more resolutions. Unless it so specifies, it must be treated as allowing the proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It does not require to be witnessed and will, unless it specifies otherwise, remain valid for any adjournment of the meeting.
- 119 A vote given by a proxy will remain valid despite the death or loss of mental capacity of the principal or revocation of the proxy or of the authority under which the notice of proxy was executed, provided that the Trustees did not receive intimation in writing of such death, loss of mental capacity or revocation at the place specified in the notice of the meeting for the delivery of proxy notices, or, if no place is so specified, at the principal office of the SCIO, prior to the commencement of the meeting or adjourned meeting or secret ballot at which the vote is given. Any revocation of a notice of proxy must be in writing and shall be subject to the same requirements to which the notice of proxy is subject under Clause 118.
- 120 All powers exercisable by a member shall be exercisable by his attorney, guardian, trustee, curator bonis, receiver, or other person (by whatever name called) appointed by any court in Scotland or elsewhere claiming jurisdiction and authorised to exercise powers relating to the property or affairs of any member on the ground (however phrased) of mental disorder or incapacity of the member, subject to production of such evidence of the appointment as the Trustees in their discretion may reasonably require.

[ends]