

**CONSTITUTION OF
SCOTTISH GEOLOGY TRUST
(as amended 30 March 2023)**

CONTENTS		CLAUSES
GENERAL	Type of organisation, Scottish principal office, name, purposes, powers, liability, general structure.	1 - 10
MEMBERS	Qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination.	11 - 22
DECISION-MAKING BY THE MEMBERS	Members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes.	23 - 50
BOARD (CHARITY TRUSTEES)	Number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct.	51 - 81
DECISION-MAKING BY THE CHARITY TRUSTEES	Notice, procedure at Board meetings, minutes.	82 - 97
ADMINISTRATION	Sub-committees, operation of accounts, accounting records and annual accounts.	98 - 107
MISCELLANEOUS	Winding up, alterations to the constitution, interpretation	108 - 114

GENERAL

Type of organisation

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

Scottish principal office

2. The principal office of the organisation will be in Scotland.

Name

3. The name of the organisation is “Scottish Geology Trust”.

Purposes

4. The purposes of the organisation will be:
 - 4.1. The advancement of environmental protection or improvement by conservation of sites of geological interest, by improving access to sites of geological interest and by improved understanding of geological features, the processes of environmental change, including climate change and other potential damaging and beneficial effects.
 - 4.2. The advancement of education by encouraging the education of young people in geology, by developing and promoting publications, public events and resources to contribute to public understanding of geology, environmental change, evidence from the geological record and the role of conservation of geological sites.
 - 4.3. The advancement of citizenship or community development by providing resources and support to communities and working with communities to assist them in the conservation, management and promotion of their local sites of geological interest.
 - 4.4. The advancement of the arts heritage culture and science by promotion of the science of geology, by encouraging recognition of the role of geology in creating landscape and sense of place, and by supporting projects that engage the arts to interpret Scotland’s landscape and geological heritage in innovative ways.

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 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 and to incorporated and unincorporated organisations.
12. Employees of the organisation are not eligible for membership.

Application for membership

13. Any person who wishes to become a member must apply in writing for membership; the application will then be considered by the Board.
14. The Board may, at its discretion, refuse to admit any person to membership.
15. The Board must notify each applicant promptly in writing of its decision on whether or not to admit them to membership.

Membership subscription

16. A membership subscription will be payable in the amount fixed by the Board from time to time.

Register of members

17. The Board must keep a register of members, which may be in electronic form, setting out
 - 17.1. for each current member:
 - 17.1.1. their full name and address; and
 - 17.1.2. the date on which they were registered as a member of the organisation;
 - 17.2. for each former member – for at least six years from the date on which they ceased to be a member:
 - 17.2.1. their name; and
 - 17.2.2. the date on which they ceased to be a member.
18. The Board must ensure that the register of members is updated within 28 days of any change:
 - 18.1. which arises from a resolution of the Board, or a resolution passed by the members of the organisation; or

18.2. which is notified to the organisation.

Withdrawal from membership

19. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation. That person 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.

Expulsion from membership

21. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 21.1. at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 21.2. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

22. Membership of the organisation will terminate on death of an individual member or when an incorporated or unincorporated organisation enters any type of insolvency procedure or ceases to exist or where a subscription which is due and payable remains unpaid for six months.

DECISION-MAKING BY THE MEMBERS

Members' meetings

23. The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
24. The gap between one AGM and the next must not be longer than 15 months.
25. Notwithstanding clause 23, 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.
26. The business of each AGM must include:
- 26.1. a report by the Chair on the activities of the organisation;
 - 26.2. consideration of the annual accounts of the organisation;
 - 26.3. the election/re-election of charity trustees, as referred to in clauses 55, 56 and 59.
Elections may be facilitated by online voting prior to and the result ratified by members at the meeting, subject to clauses 60 and 61.
27. The Board may arrange a special members' meeting at any time.

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

28. 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:

28.1. the notice states the purposes for which the meeting is to be held; and

28.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

29. If the Board receive a notice under clause 28, 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

30. At least 14 clear days' notice must be given of any AGM or any special members' meeting.

31. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

31.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

31.2. in the case of any other resolution falling within clause 42 (requirement for two-thirds majority) must set out the exact terms of the resolution.

32. The reference to "clear days" in clause 30 shall be taken to mean that, in calculating the period of notice,

32.1. the day after the notices are posted (or sent by email) should be excluded; and

32.2. the day of the meeting itself should also be excluded.

33. 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.

34. Any notice which requires to be given to a member under this constitution must be:

34.1. sent by post to the member, at the address last notified by them to the organisation; or

34.2. sent by email to the member, at the email address last notified by them to the organisation.

Procedure at members' meetings

35. No valid decisions can be taken at any members' meeting unless a quorum is present.

36. The quorum for a members' meeting is the lower of (i) 15 members or (ii) ten percent of the total number of members on the day of the meeting rounded up, as advised by the Secretary, and present in person or represented by proxy; this quorum must include at least 50% (rounded up) of the total number of charity trustees at the date of the meeting. A member may be included in the quorum if they attend by audio or video conferencing technology provided that the meeting accepts that the technology is functioning in a satisfactory way.

37. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start – or if a quorum ceases to be present during a members' meeting – the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

38. The Chair of the organisation should act as chairperson of each members' meeting.
39. 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

40. Every member has one vote, which must be given personally or by proxy by an individual or by a person so authorised by a member organisation.
41. All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 42.
42. 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 47):
 - 42.1. a resolution amending the constitution;
 - 42.2. a resolution expelling a person from membership under clause 21;
 - 42.3. a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 42.4. 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);
 - 42.5. 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);
 - 42.6. a resolution for the winding up or dissolution of the organisation.
43. 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.
44. 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.
45. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Proxies

- 46.1. Proxies may be appointed by a notice in writing, subject to clause 113, which:
 - states the name and address of the member appointing the Proxy.
 - identifies the person appointed to be that member's Proxy and the meeting in relation to which the person is appointed.
 - is signed by or on behalf of the member appointing the Proxy.
 - is delivered to the organisation in accordance with this constitution and any instructions contained in the notice of the meeting to which they relate.

- 46.2. A proxy notice may specify how the Proxy is to vote on any resolution. If it does not do so it will allow the person appointed discretion on how to vote.
- 46.3. Unless otherwise stated in the Notice, a Proxy will apply to an adjournment of the meeting to which it relates.
- 46.4. To be valid a proxy notice must be delivered to the organisation before the start of the meeting to which it relates.
- 46.5. An appointment of a Proxy may be revoked by a notice revoking the appointment delivered to the organisation before the start of the meeting to which it relates.

Written resolutions by members

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

Minutes

- 48. The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 49. Minutes of members' meetings must include an account of the members present; and (so far as possible) should be signed by the chairperson of the meeting.
- 50. The Board shall make available copies of the minutes of their meetings to any member of the public requesting them; but on the basis that the Board may exclude confidential material on the like criteria permitted under clause 97.

BOARD

Number of charity trustees

- 51. The maximum number of charity trustees is fifteen. Out of that:
 - 51.1. no more than twelve shall be charity trustees who were elected under clause 56; and
 - 51.2. no more than six shall be charity trustees who were co-opted by the Board under the provisions of clause 57 or 58.
- 52. The minimum number of charity trustees is six.

Eligibility

- 53. A person shall not be eligible for election/appointment to the Board unless they are a member of the organisation or an individual so authorised by a member organisation. A person co-opted to the Board under clause 58 need not, however, be a member of the organisation.
- 54. A person will not be eligible for election or appointment to the Board if they are:
 - 54.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 54.2. an employee of the organisation.

Election, retiral, re-election

55. Subject to clauses 51 and 54, the members at a members' meeting may elect any member to be a charity trustee.
56. A charity trustee elected under clause 55 (an elected charity trustee) will hold office for a term of three years. They may present themselves for re-election for one further period only of three years. Some charity trustees elected at the first AGM may be eligible to hold office for up to nine years, as per clause 59.
57. Subject to clauses 51 and 54, the Board may at any time co-opt any member to be a charity trustee to hold office until the next AGM. They may be reappointed by co-option by the Board in subsequent years, for a continuous period of no longer than six years.
58. Subject to clauses 51 and 54, the Board may at any time co-opt any non-member of the organisation to be a charity trustee on the basis that they have specialist experience and/or skills which could be of assistance to the Board. They may be reappointed by co-option by the Board in subsequent years, for a continuous period of no longer than six years.
59. The schedule of electing and appointing charity trustees will promote both continuity of and opportunity to refresh Board membership by normally holding elections for four charity trustee positions (one third of the maximum number of elected charity trustees) each year.

[Note: To facilitate clause 59, at the first AGM (February 2021), all initial charity trustees retired from office and were eligible for re-election. Elections were held for twelve charity trustees. Four were elected for a period of 1 year, but were eligible for election for two further periods of three years. Four were elected for two years, but eligible for election for two further periods of three years. The final four were elected for a period of three years and eligible for election for one further period of three years. This only applies to charity trustees elected in February 2021; all subsequent charity trustees are elected as per clause 56. The effects of this will become irrelevant at the 2029 AGM].

60. Election of charity trustees according to clause 55 may take place at members' meetings, subject to clauses 41, and 43-45, or via a secure online voting procedure prior to the meeting.
61. Any online voting system must conclude no more than 5 days prior to the members' meeting, and voting must be open for at least a clear 7 days. The results of the vote must be announced at the members' meeting and ratified by the members, subject to clauses 41 and 43-45.

Termination of office

62. A charity trustee will automatically cease to hold office if:
 - 62.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 62.2. they are removed by resolution of the Board in the event that they become incapable 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;

- 62.3. (in the case of a charity trustee elected under clause 55 or co-opted under clause 57) they cease to be a member of the organisation;
- 62.4. they become an employee of the organisation;
- 62.5. they give the organisation a notice of resignation, signed by them;
- 62.6. 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;
- 62.7. 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 80);
- 62.8. 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
- 62.9. they are removed from office by a resolution of the members passed at a members' meeting.
- 63. A resolution under clause 62.7, 62.8 or 62.9 shall be valid only if:
 - 63.1. 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;
 - 63.2. 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
 - 63.3. (in the case of a resolution under clause 62.7 or 62.8) 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

- 64. The Board must keep a register of charity trustees, setting out
 - 64.1. for each current charity trustee:
 - 64.1.1. their full name and address;
 - 64.1.2. the date on which they were appointed as a charity trustee; and
 - 64.1.3. any office held by them in the organisation;
 - 64.2. for each former charity trustee – for at least 6 years from the date on which they ceased to be a charity trustee:
 - 64.2.1. the name of the charity trustee;
 - 64.2.2. any office held by them in the organisation; and
 - 64.2.3. the date on which they ceased to be a charity trustee.
- 65. The Board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 65.1. which arises from a resolution of the Board or a resolution passed by the members of the organisation; or
 - 65.2. which is notified to the organisation.

66. 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 in the opinion of the Board. 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 Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises and will not breach data protection laws.

Office-bearers

67. The charity trustees must elect a Chair.
68. The charity trustees must elect a Treasurer and a Secretary. Neither need be a member or charity trustee.
69. In addition to the office-bearers required under clause 68, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
70. All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 68 or 69.
71. A person elected to any office other than Secretary or Treasurer will automatically cease to hold that office if that person ceases to be a charity trustee or gives to the organisation a signed notice of resignation from the office held.

Powers of the Board

72. 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.
73. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
74. The members may, by way of a resolution passed in compliance with clause 42 (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

75. 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:
- 75.1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 75.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 75.3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 75.3.1. put the interests of the organisation before that of the other party;
 - 75.3.2. 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;

- 75.4. 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.
76. In addition to the duties outlined in clause 75, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 76.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 76.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
77. 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 78 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.
78. 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.
79. 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

80. Each of the charity trustees shall comply with any Code of Conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
81. The Code of Conduct referred to in clause 80 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

82. Any charity trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board.
83. 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. Board meetings may be held by voice and /or video conference.

Procedure at Board meetings

84. No valid decisions can be taken at a Board meeting unless a quorum is present in person. The quorum for Board meetings is 50% rounded up of the total number of charity trustees at the date of the meeting. A charity trustee may be included in the quorum if they attend by audio

or video conferencing technology provided that the meeting accepts that the technology is functioning in a satisfactory way.

85. If at any time the number of charity trustees in office falls below the minimum number, 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 until the minimum number has been reached.
86. The Chair of the organisation should act as chairperson of each Board meeting.
87. 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.
88. Every charity trustee has one vote, which must be given personally.
89. All decisions at Board meetings will be made by majority vote.
90. 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.
91. 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.
92. 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.
93. For the purposes of clause 92:
 - 93.1. 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;
 - 93.2. 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

94. The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
95. The minutes to be kept under clause 94 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
96. The Board shall (subject to clause 97) make available copies of the minutes to any member of the public requesting them.
97. The Board may exclude from any copy minutes made available to a member of the public any material which the Board considers ought 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

Written resolutions by the Board

98. A resolution agreed to in writing by all the charity trustees will be as valid as if it had been passed at a meeting of the charity trustees; the date of the resolution will be taken to be the date on which the last member agreed to it. It may be recorded in one or more documents signed by all the charity trustees.

Delegation to sub-committees

99. The Board may delegate any of their powers to sub-committees; a subcommittee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
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, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
102. Any delegation of powers 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 105, 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. In relation to sums of £500 or less or such other sum as the Board may decide, any one such signature shall be sufficient.
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 will be sufficient if they include such security precautions as may be proposed by the bank or building society concerned and agreed by the Board.

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 111) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 42) or by way of a written resolution of the members.
111. 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

112. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 112.1. any statutory provision which adds to, modifies or replaces that Act; and
 - 112.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 112.1 above.
113. References to any requirement for writing or a document or a signed document, shall include a reference to writing or a document or a signature recorded in electronic form. For members, an email sent by the signatory from the email address associated with their SGT membership will be considered a digital signature. The Board shall have power to require appropriate authentication of any document or signature in electronic form if it considers this necessary and to refuse to recognise any document not authenticated as it requires.
114. In this constitution:
- 114.1. "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;
 - 114.2. "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.
 - 114.3. the use of singular pronouns "they", "them", and "their" includes "he / she / ze", "him / her / zir" and "his / her / zirs".