CONSTITUTION OF STOBSWELL FORUM (SCIO)

1. Status of the Forum

The Forum is a Scottish Charitable Incorporated Forum (SCIO)

2. Scottish Principal Office The principal office of the Forum is The Arthurstone Community Library (First Floor Community Empowerment Team) Arthurstone Terrace Dundee, DD4 6RT, Scotland.

3. Name

The Group shall be known as Stobswell Forum SCIO (hereinafter referred to as (the Forum).

4. The Purposes of the Forum shall be: -

4.1 The advancement of citizenship and community development to promote for the benefit of everyone living, working and visiting Stobswell without distinction of political, religious, gender or disability and other opinions by associating with the Local Authority, voluntary organisations and local people, by working in common effort to advance social welfare and wellbeing with the object of improving the conditions for all of those living and visiting Stobswell.

We will do this by;

4.1.1 Supporting people and community groups to identify and articulate their needs, then take practical action to address those needs.

4.1.2 Encourage and support public involvement in the planning and development process.

4.1.3 Help to develop a community plan that identifies local needs and sets out a programme for addressing them

4.1.4 Build and maintaining partnerships between community groups, voluntary organisations and public sector bodies that contribute to local decision making

4.1.5 Deliver specific projects or targets that are part of an agreed community plan

4.2.Contribute to Urban regeneration by supporting action that will;

4.2.1 Improve the social, economic and physical quality of life of the whole community.

4.2.2 Improve housing standards specifically in those parts of the district which have high levels of multiple-deprivation

4.2.3 Maintain and improve accessibility to main transport routes

4.2.4 Improving recreational and sporting facilities across the district

4.2.5 Preserve buildings in the area which are of historic or architectural importance

4.2.6 Increase amenities and facilities for use by the public

4.2.7 Upgrade local streetscapes, other public areas and open spaces

4.2.8 Encourage and support the provision of public and street art

5. Powers

5.1 The Forum has power to act in any way calculated to further its purposes or is conducive to delivering an increase in wellbeing within Stobswell.

5.2 No part of the income or property of the Forum may be paid or transferred (directly or indirectly) to the Charity Trustees or Members of the Forum, either in the course of the Forums existence or on dissolution, except where this is done in direct furtherance of the Forums charitable purposes.

6. Employment

6.1 The Charity Trustees/Executive Committee shall have power to appoint and dismiss such employees of the Forum as it may from time to time determine.

6.2 No Charity Trustee shall be appointed to any salaried office of the Forum.

7. Liability of Members

7.1 The Charity Trustees and Members of the Forum will have no liability to pay any sums to help to meet the debts (or other liabilities) of the Forum if it is wound up; accordingly if the Forum is unable to meet its debts the members will not be held responsible unless they are in breach of their legal obligations as specified in clause 8.

8. Legal Duties

8.1 The Charity Trustees and Members 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.

9. General structure

The structure of the Forum consists of;

9.1 The Forum will consist of Members who have the right to attend Members Meetings (including any Annual General Meeting) and Executive Committee Meetings and have powers under the constitution; in particular the Members have the power to appoint fellow Members to serve on the Executive Committee as Charity Trustees and take decisions under the constitution including changes to the constitution itself.

9.2 The Executive Committee will hold regular meetings which will be open to all Members, and generally control the activities of the Forum, the Executive Committee as Charity Trustees are responsible for monitoring and controlling the day to day operations of the Forum.

10 Charity Trustees

10.1 The Members serving on the Executive Committee are referred to in this constitution as Charity Trustees.

11 Charity Trustees and Membership

11.1 Membership of the Forum shall be open to all persons aged 16 years and over.

11.2 There shall also be youth membership for those aged under 16 years, but they shall not be eligible to vote.

11.3 Becoming a Charity Trustee shall be open to all Members aged 16 and over.

11.4 A majority of Members serving as Charity Trustees on the Executive Committee must be resident within the Stobswell and District Community boundaries within the Maryfield Ward , as laid out in clause 11.5.

11.5 Stobswell and District Community Boundaries

The Forums boundaries are those laid out in the map of the local area which can be viewed on the Stobswell Forum SCIO website but are generally seen in the north from the Kingsway to East Dock St in the south and Old Craigie Road in the east to Dens Road in the west.

http://stobswell.org.uk/about-stobswell/

12. Membership Eligibility

12.1 Any individual aged 16 or over who wishes to further the objectives of the Forum and can subscribe to the rules contained in the written constitution of the Forum

12.2 Ward Councillors are eligible to become Members and Charity Trustees but will not have a vote at any Executive Committee, Members or Special Meeting.

12.3 Any individual who has been nominated for membership by an unincorporated body which wishes to further the objectives of the Forum and can subscribe to the rules contained in the written constitution of the Forum.

12.4 Any individual who has been nominated for membership by a corporate body which wishes to further the objectives of the Forum and can subscribe to the rules contained in the written constitution of the Forum.

12.5 The Charity Trustees/Executive Committee may at their discretion refuse to admit any person or body to membership after due consideration.

12.6 A right of appeal exists for any person who is refused membership, the appeal must be made within 7 days of the decision to refuse membership and be made in writing to the Chair of the Executive Committee who will consider the appeal and make their decision within 14 days of the appeal being made.

12.7 The Charity Trustees/Executive Committee will notify each applicant within 14 working days of its decision on whether application for membership has been successful.

13. Charity Trustee Eligibility

13.1 A person will not be eligible for election or appointment to become a Charity Trustee unless they are a Member of the Forum or are a representative of a unincorporated or corporate body that is a Member of the Forum.

14. Non Eligibility Charity Trustees and Members

14.1 Paid employees of the Forum are not eligible to become a Charity Trustees

14.2 A Member will not be eligible for election or appointment to be a Charity Trustee if they are disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005.

14.3 Any person who wishes to become a Member must complete an application for membership. In the case of an application under paragraphs **12.2** and **12.3**, the application must also be signed by an appropriate office bearer of the body concerned which is nominating person for membership.

14.4 The Charity Trustees/Executive Committee may at their discretion refuse to admit any person or body to membership after due consideration

14.5 A right of appeal exists for any person who is refused membership, the appeal must be made within 7 days of the decision to refuse membership and be made in writing to the Chair of the Executive Committee who will consider the appeal and make their decision within 14 days of the appeal being made.

14.6 The Charity Trustees/Executive Committee will notify each applicant within 14 working days of its decision on whether application for membership has been successful.

15. Membership Subscription

15.1 The level of subscription is open to review subject to an appropriate resolution to an Executive Committee Meeting or by appropriate resolution to an Annual General Meeting.

16. Register of Members and Charity Trustees

The Forum will maintain a register of Members and Charity Trustees, setting out for each current Member and Charity Trustee:

16.1 Full contact details and relevant membership history

16.2 The Executive Committee will ensure that the register of Members is updated within 28 days of any notification change.

16.3 In the case of a member nominated under clauses **12.2** and **12.3** the name of the body which nominated them will be held on record

16.4 For each former member the Forum will maintain a record of membership f or six years.

17. Access to Members and Charity Trustee Register

17.1 The Members and Charity Trustees register exists to assist in the pursuit of the Forum's aims. It holds the contact details and membership history of The Members and Charity Trustees.

17.2 Individuals authorised to use the register are given access on a "need to know" basis.

17.3 This means that under normal circumstances only The Forum Chair, Vice Chair, Treasurer and Secretary will have access to the membership register to enable them to complete their day to day Forum duties.

17.4 If any other Charity Trustee or Member requires access to the members register to enable them to complete their duties The Charity Trustees must agree to this request prior to access being granted and then only release the information that is actually required to enable the duties to be carried out. A log will be kept of all additional agreed access requests to the members register by the Forum Secretary.

17.5 Any Member and Charity Trustee can request at any time to review their personal information held within the membership register and can subsequently ask that the information be deleted from the register. This may result in their membership being terminated.

18. Withdrawal from Membership or Charity Trustee

18.1 Any person who wishes to withdraw from Forum membership must give a written signed notice of withdrawal to the Forum or in the case of an unincorporated or corporate body a notice signed by an appropriate officer of that body. The person will cease to be a Member or Charity Trustee as from the date when the notice is received by the Forum.

19. Transfer of Membership

19.1 Membership of the Forum may not be transferred by a member.

19.2. An unincorporated or corporate body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the Forum to that effect, signed by an appropriate office bearer of that body, on receipt of the notice by the Forum, the individual in question shall automatically cease to be a member of the Forum.

20. Re-registration of Members

The Charity Trustees/Executive Committee may at any time,

20.1 Issue notices to the members requiring them to confirm that they wish to remain as members of the Forum, and allowing them a period of 28 days to provide that confirmation to the Charity Trustees/Executive Committee.

20.2 If a member fails to provide confirmation to the Charity Trustees/Executive Committee (in writing or by e-mail) that they wish to remain as a member of the Forum before the expiry of the 28 day period referred to in clause 20.1 the Charity Trustees/Executive Committee may terminate the membership.

21. Termination of Membership

Any person, corporate or unincorporated body may have their membership terminated by way of a resolution passed by not less than two thirds of those present and voting at a Executive Committee Meeting, Members Meeting or AGM 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 termination

21.2 The member concerned will be entitled to be heard on the resolution at the Members Meeting at which the resolution is proposed.

21.3 Membership of the Forum will terminate on death

22. Decision-Making by the Members

In this constitution the expression ‘Meeting’ includes, except where inconsistent with any legal obligation:

22.1 A physical meeting

22.2 A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation

22.3 Telephone conferencing

22.4 Or a combination of any of the above methods contained in this clause

23. Members Meetings

23.1 The Charity Trustees must arrange a Meeting of Members (an Annual General Meeting or "AGM") within each calendar year.

23.2 The gap between one AGM and the next must not be longer than 15 months.

23.3 The business of each AGM must include, a report by the chair on the activities of the forum over the previous year and presentation of the annual accounts of the forum.

23.4 The business of each AGM must include, the election/re-election of The Charity Trustees to the Executive Committee

23.4.1 At the first Annual General Meeting all Charity Trustees shall retire from office and at every subsequent AGM one third of the current Charity Trustees will be subject to retire by rotation or if the number is not a multiple of three the number nearest to one third shall retire from office but may be re-elected by the Members.

23.4.2 The Charity Trustees to retire by rotation will be those who have served longest in office since their appointment and subsequent re-appointments, should there be more than one Charity Trustee due to retire that were appointed on the same day unless they otherwise agree it shall be determined by lot.

24. Special Members Meeting

24.1 The Charity Trustees have power to request the Executive Committee to arrange a Special Members Meeting at any time.

24.2 The Charity Trustees/Executive Committee 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 Forum at the time.

24.3 The notice states the purposes for which the meeting is to be held

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

24.5.If the Charity Trustees/Executive Committee receive a notice to hold a Special Members Meeting the date for the meeting which is arranged in accordance with the notice must not be later than 28 days from the date on which they received the notice.

25. **Notice of Members Meetings, AGM's and Special Members Meetings**

25.1 At least 14 clear days notice must be given of any AGM or any Special Members Meeting being called

25.2 The notice calling any Members meeting must specify in general terms what business is to be dealt with at the meeting

25.3 In the case of a resolution to alter the constitution, the proposed alterations must be set out in detailed terms in the meeting notice.

25.4 Notice of Members Meetings, AGM's and Special Members Meetings must be given to all Charity Trustees and Members but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

25.6 Any notice which requires to be given to a member under this constitution must be sent by email to the member at the address last notified by them to the Forum or by post to members who do not have access to email.

26. Procedure at Members Meetings, AGM's and Special Members Meetings

26.1 No valid decisions can be taken at any Members meeting unless a quorum is present.

26.2 The quorum for a Members or Executive Committee Meeting is FIve. Five Members or Charity Trustees must be present or participating electronically or via tele-conferencing (see clause 22).

26.3 If a quorum is not present within 15 minutes after the time at which a Charity Trustee/Executive Committee or Members meeting was due to start or if

a quorum ceases to be present during a meeting the meeting cannot proceed or must stop and notice of a new meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.The chair of the Forum should act as chairperson of each Charity Trustee or Members' Meeting

26.4 The chair of the Forum should act as a chairperson of each Charity Trustee or Members Meeting. If not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chair), the Charity Trustees or Members present at the meeting must elect (from among themselves) the person who will act as chair of that meeting.

27. Voting at Members Meetings, AGM's and Special Members Meetings

27.1 Every Member present at the meeting has one vote, which must be given personally or participating electronically or via tele-conferencing (see clause 22).

27.2 All decisions at Charity Trustee and Members Meetings will be made by majority vote, with the exception of the types of resolution that require a two thirds majority which must be put before a Members meeting

27.3 Ward Councillors who are Members cannot vote at any Members, AGM and Special Members Meeting.

27.3 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting

27.3.1 A resolution amending the constitution;

27.3.2 A resolution terminating a person's membership.

27.3.3 A resolution directing the Executive Committee to take any particular step (or directing the Executive Committee not to take any particular step).

2**7.3.4** A resolution approving the amalgamation of the Forum with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation.

27.3.5 A resolution to the effect that all of the Forum'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);

27.3.6 A resolution for the winding up or dissolution of the Forum.

28. Variation of Voting at a Members Meeting, AGM's and Special Members Meetings.

28.1 A resolution put to the vote at a Charity Trustee/Executive Committee or Members Meeting will be decided on a show of hands, unless the chair (or at least two other Charity Trustee or Members present at the meeting) ask for a secret ballot.

28.2 The chair will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

28.3 Non Charity Trustee and Members, Ward Councillors and interested parties can take part in meetings, but shall not have a vote. They shall be known as Associate Members.

28.4 If there is an equal number of votes for and against any resolution, the chair of meeting will be entitled to a second (casting) vote

28.5 No objection may be raised as to the validity of any vote except at the meeting which the vote objected to is tendered and every vote not disallowed at

the meeting shall be valid, any such objection shall be referred to the chairperson of the meeting whose decision shall be final.

29. Written Resolutions by Members

29.1 A resolution agreed to in writing (or by e-mail) by members who amount to 5% or more of the total membership of the Forum at the time 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.

30. Number of Charity Trustees, Maximum and Minimum

30.1 The Executive Committee shall consist of a maximum of Twenty One and. minimum of Five Charity Trustees, elected by and from the Members of the Forum.

30.1.1 At the first Annual General Meeting all Charity Trustees shall retire from office and at every subsequent AGM one third of the current Charity Trustees will be subject to retire by rotation or if the number is not a multiple of three the number nearest to one third shall retire from office but may be re-elected by the Members.

30.1.2 The Charity Trustees to retire by rotation will be those who have served longest in office since their appointment and subsequent re-appointments, should there be more than one Charity Trustee due to retire that were appointed on the same day unless they otherwise agree it shall be determined by lot.

30.2 Within the Twenty One Charity Trustees sitting on the Executive Committee two Charity Trustee positions will be reserved for senior pupils attending the Morgan Academy, these reserved Charity Trustee positions will have full voting rights. The pupils will be 16 years old and over and be nominated at the beginning of the school year to the Executive Committee.

31. Co-option of Charity Trustees

31.1 In the event of vacancies on the Executive Committee The Charity Trustees shall have the power to co-opt Members from the Forum to become Charity Trustees on the Executive Committee up to the maximum number of Twenty One. All co-opted Charity Trustees shall hold office only until the Annual General Meeting following their co-option.

32. Special or Standing Committees

32.1 The Charity Trustees/Executive Committee may appoint Special or Standing Committees or such groups as may be considered necessary and shall determine their terms of reference and powers, duration and composition. All acts and proceedings of such special or standing groups of standing committees or sub groups shall be reported back to the Charity Trustees/ Executive Committee on a basis decided by the Charity Trustees/Executive Committee.

33. Eligibility to become a Charity Trustee

33.1 A person shall not be eligible for election/appointment to become a Charity Trustee and serve on Executive Committee unless they are a Member of the Forum.

33.2 A person will not be eligible for election or appointment to be Charity Trustee and serve on the Executive Committee if they are

33.2.1 Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005

33.2.2 An employee of the Forum

34. **Initial Charity Trustees**

34.1 The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Forum shall be deemed to have been appointed by the Members as Charity Trustees with effect from the date of incorporation of the Forum.

35. Election Re-election of Charity Trustees

35.1 At each AGM, the Members may elect any Member to become a Charity Trustee unless they are debarred from membership under clause 33 to be a Charity Trustee.

35.2 The Charity Trustees/Executive Committee may at any time appoint any Member to become a Charity Trustee (unless they are debarred from membership under clause 33 to be a Charity Trustee.

35.3 At the first Annual General Meeting all Charity Trustees shall retire from office and at every subsequent AGM one third of the current Charity Trustees will be subject to retire by rotation or if the number is not a multiple of three the number nearest to one third shall retire from office but may be re-elected by the Members.

35.4 The Charity Trustees to retire by rotation will be those who have served longest in office since their appointment and subsequent re-appointments, should there be more than one Charity Trustee due to retire that were appointed on the same day unless they otherwise agree it shall be determined by lot.

35.5 Within the Twenty One Charity Trustees sitting on the Executive Committee two Charity Trustee positions will be reserved for senior pupils attending the Morgan Academy, these reserved Charity Trustee positions will have full voting rights. The pupils will be 16 years old and over and be nominated at the beginning of the school year to the Executive Committee.

35.6 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -

35.6.1 They advise the Executive Committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

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

35.6.3 A resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

36. Termination of Office of Charity Trustees

Charity Trustee will automatically cease to hold office if

36.1 They become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;

36.2 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;

36.3 They cease to be a Charity Trustee if they were nominated by a corporate body the corporate body which nominated them ceases to be a member of the Forum

36.4 They become an employee of the Forum

36.5 They give the Forum a notice of resignation in writing

36.6 They are absent without good reason in the opinion of the Charity Trustees/Executive Committee from more than three consecutive meetings of the Executive Committee - but only if the Charity Trustees resolves to remove them from office;

36.7 They are removed from office by resolution of the Charity Trustees 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 Charities and Trustee Investment (Scotland) Act 2005; or

36.8 They are removed from office by a resolution of the Members passed at a Members Meeting, AGM or Special Members Meeting

36.9 Office of Charity Trustees of the Forum will terminate on death

37. Register of Charity Trustees and Members

The Forum must maintain a register of Charity Trustees and Members, setting out for each current Charity Trustee and Member:

37.1 Full contact details and relevant membership history

37.2 The Forum will ensure that the register of Charity Trustees and Members is updated within 28 days of any notification change.

37.3 In the case of a Charity Trustee and Members nominated under clauses **12.2** and **12.3** the name of the body which nominated them will be held on record

37.4 For each former Charity Trustee and Member the Forum will maintain a record of membership for six years

38. Access to Charity Trustee and Members Register

38.1 The Charity Trustee and Member register exists to assist in the pursuit of the Forum's aims. It holds the contact details and membership history of The Charity Trustees and Members.

38.2 Individuals authorised to use the register are given access on a "need to know" basis.

38.3 This means that under normal circumstances only The Forum Chair, Vice Chair, Treasurer and Secretary will have access to the Charity Trustee and Member register to enable them to complete their day to day Forum duties.

38.4 If any other Charity Trustee or Member requires access to the members register to enable them to complete their duties the Forum must agree to this request prior to access being granted and them only release the information that is actually required to enable the duties to be carried out. A log will be kept of all additional agreed access requests to the members register by the Forum Secretary.

38.5 Any Charity Trustee and Member can request at any time to review their personal information held within the membership register and can subsequently ask that the information be deleted from the register, this may result in the membership being terminated

39. Office Bearers

39.1 The Forum at the Annual General Meeting, shall elect one of its number to be Chairperson of its meetings and may select one of its number to be Vice-Chairperson. All other office bearers to be elected at said meeting.

39.2 The Chairperson, Vice Chairperson, Secretary, Minute Secretary and Treasurer shall continue in office until their successors are elected.

39.3 If the Chairperson is absent from any meeting the Vice-Chairperson (if any) shall preside; otherwise the Members shall before any business is transacted, chose one of their number to preside the meeting

39.4 At the first Annual General Meeting all Charity Trustees (including Office Bearers) shall retire from office and at every subsequent AGM one third of the current Charity Trustees (including Office Bearers) will be subject to retire by rotation or if the number is not a multiple of three the number nearest to one third shall retire from office but may be re-elected by the Members.

39.5 The Charity Trustees (including Office Bearers) retire by rotation will be those who have served longest in office since their appointment and subsequent re-appointments, should there be more than one Charity Trustee due to retire that were appointed on the same day unless they otherwise agree it shall be determined by lot.

39.6 A person elected to any office will automatically cease to hold that office, If they cease to be a Charity Trustee or Member of the Forum.

39.7 A person elected to any office will automatically cease to hold that office, if they give to the Forum a notice of resignation from that office, confirmed in writing.

40. Powers of the Charity Trustees

40.1 Except where this constitution states otherwise, the Forum (and its assets and operations) will be managed by the Charity Trustees/Executive Committee, and the Charity Trustees may exercise all the powers of the Forum.

40.2 A meeting of the Charity Trustees/Executive Committee at which a quorum (of Five Charity Trustees) is present may exercise all powers exercisable by the Executive Committee

40.3 The Members may, by way of a resolution passed in compliance with clause **29** (requirement for two-thirds majority), direct the Executive Committee/ Charity Trustees to take any particular step or direct the Executive Committee/ Charity Trustees not to take any particular step; and the Executive Committee/ Charity Trustees shall give effect to any such direction accordingly.

41. General Rules Charity Trustees

41.1 Each of the Charity Trustees has a duty to act in the interests of the Forum they should,

41.1.1 Act in good faith to ensure that the Forum acts in a manner which is in accordance with its purposes

41.1.2 Act with care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

41.1.3 In circumstances giving rise to the possibility of a conflict of interests between the Forum and any other party put the interests of the Forum before that of any other party.

41.1.4.A Charity Trustee must declare their interest at the outset of any discussion or meeting, they are allowed to contribute to the discussion but should not vote on any issues where they have a conflict of interest

41.1.5. Ensure that the Forum complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

41.2 All of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring.

41.2.1 That any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated

41.2.2 No Charity Trustee may serve as an employee (full time or part time) of the Forum; and no Charity Trustee may be given any remuneration by the Forum for carrying out their duties as a charity trustee.

41.3 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.

42. Decision Making by the Charity Trustees

42.1 Notice of Executive Committee meetings

42.1.1 Any Charity Trustee may call a meeting of the Executive Committee *or* ask the Secretary to call a meeting of the Executive Committee.

42.1.2 At least 7 days' notice must be given when calling an Executive Meeting unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

43. Procedure at Executive Committee Meetings

43.1 No valid decisions can be taken at an Executive Committee meeting unless a quorum is present; the quorum for Executive Committee meetings is Five Charity Trustees, present in person or subject to clause **22.**

43.2 If at any time the number of Charity Trustees in office falls below the number stated as the quorum the remaining Charity Trustees will have power to fill the vacancies or call a Members Meeting, but will not be able to take any other valid decisions

43.3 The chair of the Forum should act as chairperson of each Executive Committee meeting

43.4 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.

43.5 Each Charity Trustee has one vote, which must be given personally.

43.6 All decisions at Executive Committee meetings will be made by majority vote.

43.7 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

43.8 The Executive Committee may, at its discretion allow any person to attend and speak at a Executive Committee meeting notwithstanding that they are not a Charity Trustee, but on the basis that they can contribute to the discussion but not have a vote on any decision.

43.9 A Charity Trustee must declare their interest at the outset of any discussion or meeting, they are allowed to contribute to the discussion but should not vote on any issues where they have a conflict of interest.

44. Minutes of Meetings

44.1 The Charity Trustees/Executive Committee must ensure that proper minutes are kept in relation to all Executive Committee Meetings, Members Meetings, Special Members Meetings, AGM's, and Meetings of Sub-Committees.

44.2 The minutes to be kept for a period of six years and must include the names of those present (so far as possible).

44.3 The Charity Trustees/Executive Committee shall make available copies of the minutes to any Member of the Forum if requested.

44.4 The Charity Trustees/Executive Committee may exclude from any copy minutes made available any material which the Charity Trustees/Executive Committee considers should be kept confidential, on the grounds that allowing access to such material could cause prejudice to the interests of individuals, corporate/unincorporated bodies or the Forum or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

45. ADMINISTRATION - Delegation to Sub-Committees

45.1 The Charity Trustees/Executive Committee may delegate any of their powers to Sub-Committees, a Sub-Committee must include at least one Charity Trustee, but other members of a Sub-Committee need not be Charity Trustees, but must be Members.

45.2 The Charity Trustees/Executive Committee may also delegate to the chair of the Forum (or the holder of any other post) such of their powers as they may consider appropriate.

45.3 When delegating powers The Charity Trustees/Executive Committee must set out appropriate conditions, which must include an obligation to report regularly to the Charity Trustees/Executive Committee.

45.4 Any delegation of powers may be revoked or altered by The Charity Trustees/ Executive Committee at any time.

45.5 The rules of procedure for each Sub-Committee and the provisions relating to membership of each Sub-Committee, shall be set by The Charity Trustees/ Executive Committee.

46. Operation of Accounts

46.1 The signatures of a minimum two out of a minimum of three signatories appointed by The Charity Trustees/Executive Committee will be required in relation to all operations (other than the lodging of funds) on the bank and any other accounts held by the organisation, at least one out of the two signatures must be the signature of a Charity Trustee.

46.2 Where the Forum 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 **46.1.**

47. Accounting Records and Annual Accounts

47.1 The Charity Trustees/Executive Committee must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.

47.2 The Charity Trustees/Executive Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if The Charity Trustees/Executive Committee

consider that an audit would be appropriate for some other reason), The Charity Trustees/Executive Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

47.2.1 All monies raised by or on behalf of the Forum shall be applied to further the purpose of the Forum and for no other purpose.

47.2.2 The Treasurer shall keep proper accounts of the finance of the Forum and shall put monies not immediately required into a bank or other financial institution of the Forum's choice.

47.2.3 A qualified auditor who shall be appointed at the Annual General Meeting shall audit the Accounts at least once a year.

47.2.4 The Forum Accounts will make provision for a minimum level of Un-Restricted Reserves being no lower than £7,500 held at the bank. The Un-Restricted Reserves Policy should be reviewed on an annual basis and adjustments made to recognise any potential liabilities the Forum may face.

Miscellaneous

48. Dissolution

48.1 If the Forum 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.

48.2 If The Charity Trustees/Executive Committee by two thirds majority decides at any time on the grounds of expense or otherwise it is necessary or advisable to dissolve the Forum it will call a meeting of the Forum Members giving not less than 21 days' notice (stating the terms of the resolution thereat) and this notice shall be posted in a conspicuous place or place in the neighbourhood and advertised in the local newspaper and social media.

48.3 If such a decision shall be confirmed by two thirds of those present or participating under clause **22** and voting at such a meeting The Charity Trustees/Executive Committee shall have the power to dispose of any assets held by or in the name of the Forum after consultation with any grant aiding organisations.

48.4 Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards purposes which the law regards as charitable for the benefit of the inhabitants of Stobswell and districts and transferred to a similar recognised charity with objects similar to the Forum as The Charity Trustees/Executive Committee may decide

49. Heritable Property

49.1 Any Heritable Property remaining after the satisfaction of any proper debts and liabilities shall be applied towards purposes which the law regards as charitable for the benefit of the inhabitants of Stobswell and districts and transferred to a similar recognised charity with objects similar to the Forum as The Charity Trustees/Executive Committee may decide

50. Alterations of the Constitution

50.1 Any proposal to alter this Constitution must be approved by two-thirds majority of the The Charity Trustees/Executive Committee or be supported by no less than 5% or more of the total membership of the Forum at the time and presented in writing in one or more documents in the same terms each signed

by one or more members not least than 21 days before the date of the proposed meeting.

50.2 A resolution to alter the Constitution shall not be effective unless notice of the meeting at which it is proposed shall have been given in terms of Clause 50.1 and it has been passed by a two thirds majority of those present or participating under clause **22** and entitled to vote at such a meeting.

Interpretation

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

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

b. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph above.

In this constitution: -

"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;

"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.

This Constitution was adopted as the Constitution of the Stobswell Forum at a meeting duly convened in the Arthurstone Community Library (Kemback Resource Centre, Kemback Street,) Arthurstone Terrace, Dundee, on Wednesday 11th August 2021.

This constitution was agreed and formally approved by OSCR on 22nd July 2021.

Signed ……..(Chairperson)

…….(Vice Chairperson)

.....(Secretary)

.....(Treasurer)

On behalf of the Committee of Trustees

by one or more members not least than 21 days before the date of the proposed meeting.

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On behalf of the Committee of Trustees