

CONSTITUTION

of

SCOTTISH COMMUNITY DEVELOPMENT NETWORK (SCIO)

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GENERAL

Type of organisation

The Scottish Community Development Network is a national voluntary organisation managed by a committee elected directly from the membership, recognised as Scottish Charitable Incorporated Organisation.

Scottish principal office

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

Name

2. The name of the organisation is Scottish Community Development Network hereafter known as SCDN.

Purposes

3. The organisation's purposes are: To promote, strengthen and advocate for the community development sector in Scotland through:
 - a. The advancement of community development.
 - b. The advancement of learning (in the field of community development)

Powers

4. The organisation shall have the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
5. 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

6. 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.

General structure

7. The structure of the organisation consists of: -
 - a. 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;
 - b. the BOARD OF TRUSTEES - 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.
8. The people serving on the board are referred to in this constitution as TRUSTEES

MEMBERS

Qualifications for membership

9. Membership is open to any individual aged 18 or over who ascribe to the stated purposes of the Network.
10. Employees of the organisation are not eligible for membership.

Application for membership

11. The board may, at its discretion, refuse to admit any person to membership. **(See 13)**
12. The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

13. Unless decided upon by means of a vote taken during an Annual General Meeting - No membership subscription will be payable.

Withdrawal from membership

14. Any person who wants to withdraw from membership must give a written or electronic notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Re-registration of members

16. 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.
17. If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 16, the board may expel him/her from membership.
18. A notice under clause 17 will not be valid unless it refers specifically to the consequences (under clause 20) of failing to provide confirmation within the 28-day period.

Expulsion from membership

19. 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 board meeting, providing the following procedures have been observed: -
 - a. 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;
 - b. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

20. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
21. The gap between one AGM and the next must not be longer than 15 months.
22. Notwithstanding clause 21, 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.
23. The business of each AGM must include: -
 - a. a report by the chair on the activities of the organisation;
 - b. consideration of the annual accounts of the organisation;
 - c. the election/re-election of trustees, as referred to in clauses 58 to 61.
24. The committee may arrange a special members' meeting at any time.

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

25. 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:
- a. the notice states the purposes for which the meeting is to be held; and
 - b. those purposes are not inconsistent with the terms of this constitution, or any other statutory provision.
26. If the board receive a notice under clause 31, 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

27. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
28. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- a. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - b. in the case of any other resolution falling within clause 40 (requirement for two-thirds majority) must set out the exact terms of the resolution.
29. The reference to "clear days" in clause 33 shall be taken to mean that, in calculating the period of notice,
- a. the day after the notices are posted (or sent by e-mail) should be excluded; and
 - b. the day of the meeting itself should also be excluded.
30. Notice of every members' meeting must be given to all the members of the organisation, and to all trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
31. Any notice which requires to be given to a member under this constitution must be: -
- a. sent by post to the member, at the address last notified by him/her to the organisation; or
 - b. sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

32. No valid decisions can be taken at any members' meeting unless a quorum is present.
33. The quorum for a members' meeting is 20, present in person.
34. 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.
35. The chair of the organisation should act as chairperson of each members' meeting.
36. 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 committee trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

37. Every member has one vote, which must be given personally (whether by show of hands or by secret ballot).

38. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 42.
39. 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 49):
- a resolution amending the constitution;
 - a resolution expelling a person from membership under article 21;
 - a resolution directing the board to take any particular step (or directing the committee not to take any particular step);
 - a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another voluntary organisation (or agreeing to the transfer from another voluntary organisation of all of its property, rights and liabilities);
 - a resolution for the winding up or dissolution of the organisation.
40. If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
41. 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.
42. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

43. A resolution agreed to in writing (or by e-mail) 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

44. The board must ensure that proper minutes are kept in relation to all board and members' meetings.
45. Minutes of board and members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
46. The board shall make available copies of the minutes referred to in clause 46 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

Board of Trustees

47. The maximum number of trustees is 12 (twelve)
48. In order for the board to continue to operate, the minimum number of trustees is 4

Eligibility

49. Any person who wishes to become a trustee must sign a written application to serve on the board, agreeing to abide by and sign, the trustees' 'code of conduct'. The application will then be considered by the board at its next full meeting.
50. A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation.
51. A person will not be eligible for election or appointment to the board if he/she is an employee of the organisation.

Election, retirement, re-election

52. At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 55) to be a trustee.

53. At each AGM, all of the trustees must retire from office - but may then be re-elected under clause 7.
54. A trustee retiring at an AGM will be deemed to have been re-elected if: -
- a. he/she advises the board prior to the conclusion of the AGM that he/she wishes to be re-appointed as a trustee and
 - b. he / she has signed the relevant application and code of conduct

Termination of office

55. A trustee will automatically cease to hold office if: -
- a. he/she becomes incapable for medical reasons of carrying out his/her duties as a trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - b. he/she ceases to be a member of the organisation;
 - c. he/she becomes an employee of the organisation;
 - d. he/she gives the organisation a notice of resignation, signed by him/her;
 - e. he/she is absent (without good reason, in the opinion of the board) from more than THREE consecutive meetings of the board- but only if the board resolves to remove him/her from office;
 - f. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct (as referred to in clause 68);
 - g. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties.
 - h. he/she is removed from office by a resolution of the members passed at a members' meeting.
56. A resolution under paragraph f, g or h shall be valid only if: -
- a. the trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - b. the 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
 - c. (in the case of a resolution under paragraph g or h) at least two thirds (to the nearest round number) of the board members then in office vote in favour of the resolution.

Office-bearers

57. The board will elect (from among themselves) office bearers such as chair, treasurer and secretary.
58. In addition to the office-bearers required under clause 58, the board may elect (from among themselves) further office-bearers if they consider that appropriate.
59. All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 54 or 55.
60. A person elected to any office will automatically cease to hold that office: -
- a. if he/she ceases to be a trustee; or
 - b. if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

61. 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.

62. A meeting of the board at which a quorum of four is present may exercise all powers exercisable by the board.
63. The members may, by way of a resolution passed in compliance with clause 44 (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.

Trustees - general duties

64. Each trustee has a duty, in exercising functions as a board member, to act in the interests of the organisation; and, in particular, must: -
- a. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - b. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - c. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - i. put the interests of the organisation before that of the other party;
 - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other trustees with regard to the matter in question;
65. In addition to the duties outlined in clause 64, all trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- a. that any breach of any of those duties by a trustee is corrected by the trustee concerned and not repeated; and
 - b. that any trustee who has been in serious and persistent breach of those duties is removed as a board member.
66. No trustee may serve as an employee (full time or part time) of the organisation; and no trustee may be given any remuneration by the organisation for carrying out his/her duties as a board member.
67. The trustee 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 trustees

68. Each trustee shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

DECISION-MAKING BY THE BOARD

Notice of board meetings

69. The Board will hold regular meetings (at least 4 per year) in order to make the main decisions of the organisation. Decisions will generally be by consensus. However, where consensus cannot be reached, trustees can initiate voting, by a simple show of hands, with the chairperson having the power to cast a second vote in the event of a tie. The chairperson and secretary will ensure that agendas are produced for all meetings and ensure that all meetings are accurately minuted. Non board members may be invited, from time to time, to attend a board meeting. However, only trustees have the right to vote.
70. Any trustee may call a meeting of the board or ask the secretary / chairperson to call a meeting of the board. At least 7 (SEVEN) 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.

ADMINISTRATION

Delegation to sub-committees

71. The board may delegate any of their powers to sub-committees; a sub-committee must include at least two trustees.
72. 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.
73. When delegating powers under clause 72 or 73, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
74. Any delegation of powers under clause 72 or 73 may be revoked or altered by the committee at any time.
75. 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

76. Subject to clause 79, 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 trustee.
77. 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 67.

Accounting records and annual accounts

78. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 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 an independent examiner.

MISCELLANEOUS

Winding-up

79. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance correct procedures. It shall call a special general meeting of which not less than 21 days shall be given. If such a decision be confirmed by a two-thirds majority of those present and entitled to vote the board shall have power to dispose of any assets held by or on behalf of the group.
80. 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

81. This constitution may (subject to clause 29) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 40) or by way of a written resolution of the members.