

CONSTITUTION
OF
SOUTH AYRSHIRE COMMUNITY TRANSPORT SCIO

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GENERAL

Name & Principal Office

- 1 The SCIO is called South Ayrshire Community Transport, and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.

Charitable Purposes

- 2 The SCIO will operate as a charitable organisation and its purposes are:
 - 2.1 To provide relief to people resident in the South Ayrshire area ("the Operating Area") who are in need because of age, mental or physical disability, illness or poverty, and in particular to provide and assist in the provision of not-for-profit community transport services serving the needs of such people;
 - 2.2 To advance education and in particular to provide training and information for community transport within the Operating Area;
 - 2.3 To advance citizenship and community development and in particular to develop a volunteer scheme which supports all community transport provision within the Operating Area; and
 - 2.4 To advance and promote other similar charitable purposes.

Powers

- 3 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 4 No part of the income or property of the SCIO 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 SCIO's charitable purposes.

Liability of members

- 5 The members of The SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of The SCIO. If The SCIO is unable to meet its debts, the members will not be held responsible.
- 6 The members and charity Trustees have certain legal duties under the Charities and Trustees Investment (Scotland) Act 2005; and clause 5 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties.

General Structure

7 The structure of the SCIO consists of:

- 7.1 the MEMBERS - who have the right to attend and vote at members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint persons to serve on the board and take decisions on changes to the constitution itself;
- 7.2 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.

8 The persons serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERSHIP

Qualifications for membership

- 9. Membership shall be open, irrespective of nationality, religious opinion, age, sex, race, physical or mental ability to:
 - 10.1 Individual Members: any individual service user over the age of 16, who subscribes to the objectives of the company and have complied with the procedure for application for membership;
 - 10.2 Group Member: any community transport organisation, voluntary group or community group that subscribes to the objectives of the company and have complied with the procedure for application for membership. Group Members shall have a right to vote at meetings using a nominated representative. No more than one individual nominated by each organisation may be a member of the organisation at any given time;
 - 10.3 Associate Members: Any other individual or body who has an interest in the organisation who is entitled to attend and speak at members meetings but will not have a vote.
- 11 Employees of the SCIO shall not be eligible for membership.

Equal Opportunities

- 12 The SCIO is fully committed to the principles of equality of opportunity and is responsible for ensuring that no member, volunteer, employee or job applicant receives less favourable treatment on the grounds of age, gender, disability, race, ethnic origin, nationality, colour,

parental or marital status, pregnancy, religious belief, social status, sexual orientation or political belief.

Application for membership

- 13 Any person who wishes to become a member must submit to the SCIO, an application for membership along with a remittance to meet any annual membership subscription.
- 14 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person, to Membership.
- 15 The Board shall confirm each application for membership at the first board meeting which is held after receipt of the application and payment.
- 16 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

Membership subscription

- 17 Members shall be required to pay any membership subscription which shall be approved by the members at a general meeting.
- 18 If the membership subscription payable by any member remains outstanding more than 4 weeks after a written reminder - and providing he/she has been given at least one written reminder - the board may, by resolution to that effect, expel him/her from membership.
- 19 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 20 The board must keep a register of members, setting out:
 - 20.1 for each current member:
 - 20.1.1 his/her/its full name and address; and
 - 20.1.2 the date on which he/she/it was registered as a member of the organisation;
 - 20.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 20.2.1 his/her name; and

20.2.2 The date on which he/she ceased to be a member.

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

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

21.2 Which is notified to the organisation.

22 If a member or charity trustee of the SCIO requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses and/or other contact details blanked out.

Withdrawal from membership

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

24 Such resignations must be in the hands of the SCIO by the date of the Annual General Meeting or such member will be held liable for the subscription for the ensuing year.

Transfer of membership

25 Membership of the SCIO may not be transferred.

Conduct of Members

26 Members should act in good faith at all times to ensure that the SCIO acts in a manner that is consistent with its purposes.

27 Members must at all times act in the best interests of the SCIO and if the conduct of a Member is such as appears to endanger the character, interest, reputation or good order of the SCIO or to act in breach of the Rules of the SCIO, the Board shall take the appropriate action to remedy such breach which may result in removal.

Expulsion from membership

28 Any person or body 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:-

28.1 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;

- 28.2 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

- 29 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 The business of each AGM must include:-
- 31.1 a report by the chair on the activities of the organisation;
 - 31.2 consideration of the audited annual accounts of the organisation;
 - 31.3 The election/re-election of charity trustees;
 - 31.4 the annual subscriptions for the forthcoming year shall be fixed.
- 32 The board may arrange a special members' meeting at any time providing 14 days notice.

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

- 33 The board must arrange a special members' meeting if they are requested to do so by a notice signed by members who amount to 10% or more of the total membership of the SCIO at the time, providing:
- 33.1 the notice states the purposes for which the meeting is to be held; and
 - 33.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or as amended.
- 34 If the board receive a notice under clause 33, 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

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

- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 36.2 In the case of any other resolution requiring a two-thirds majority must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,
- 37.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 37.2 The day of the meeting itself should also be excluded.
- 38 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 members who may not have updated contact details will not invalidate the proceedings at the meeting.
- 39 Any notice which requires to be given to a member under this constitution must be: -
- 39.1 sent by post to the member, at the address last notified by him/her to the organisation;
or
- 39.2 Sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

- 40 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 41 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.
- 42 The chair of the SCIO should act as chairperson of each members' meeting.
- 43 If the chair of the SCIO 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.
- 44 The quorum for a members' meeting is 10% of the voting members, present in person or via their nominated representatives.

Voting at members' meetings

- 45 Every Individual and Group member has one vote, which must be given personally or in the case of Group members, via their nominated representatives.
- 46 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 47.
- 47 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:
 - 47.1 a resolution amending the constitution;
 - 47.2 a resolution expelling a person from membership;
 - 47.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 47.4 a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 47.5 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);
 - 47.6 A resolution for the winding up or dissolution of the organisation.
- 48 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.
- 49 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 and entitled to vote) ask for a ballot.
- 50 The chairperson will decide how any ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Minutes

- 51 The Board must ensure that proper minutes are kept in relation to all members' meetings.
- 52 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by two nominated persons who were present at the members' meeting.

BOARD OF TRUSTEES

Composition of Board

- 53 The SCIO is managed by a Board of Trustees which shall consist of:
- 53.1 Up to Six (6) trustees from the membership, specifically the Group members who are community transport organisations;
 - 53.2 Up to Two (2) additional trustees chosen from the individual and associate membership;
 - 53.3 Up to Four (4) co-opted trustees appointed in accordance with clauses 61 & 62.

Eligibility

- 54 A person will not be eligible for election or appointment to the board unless he/she is a member of the SCIO and such a person will not be eligible for election or if he/she is: -
- 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.

Initial charity trustees

- 55 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, Re-election and Retiral

- 56 At each AGM, the members may elect any member to be a charity trustee.
- 57 The board may at any time appoint any member to be a charity trustee.
- 58 At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 59.
- 59 A charity trustee retiring at an AGM will be re-elected unless: -
- 59.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or

59.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process for that role; or

59.3 A resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

60 In addition to their powers under clause 56 and 57, the board may at any time appoint any non-member of the SCIO to be a charity trustee either on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.

61 Any person outwith the membership who wishes to become a co-opted Charity Trustee must sign, and lodge with the company, a written application to be decided upon by the Board.

62 At each AGM, all of the charity trustees appointed under clause 60 shall retire from office – but shall then be eligible for re-appointment under that clause.

63 The maximum number of co-opted charity trustees is 4.

Termination of office

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

64.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

64.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

64.3 he/she ceases to be a member of the SCIO;

64.4 he/she becomes an employee of the organisation;

64.5 he/she gives the SCIO a notice of resignation, signed by him/her;

64.6 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;

64.7 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 SCIO rules or any code of conduct for charity trustees;

- 64.8 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 under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- 64.9 He/she is removed from office by a resolution of the members passed at a members' meeting.
- 65 A resolution under paragraph 64.6, 64.7, 64.8 or 64.9 shall be valid only if: -
- 65.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- 65.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 65.3 (In the case of a resolution under paragraph 64.7 or 64.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 66 The board must keep a register of charity trustees, setting out:-
- 66.1 for each current charity trustee:
- 66.1.1 his/her full name and address;
- 66.1.2 the date on which he/she was appointed as a charity trustee; and
- 66.1.3 any office held by him/her in the organisation;
- 66.1.4 The name of the group member which nominated each charity trustee.
- 66.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 66.2.1 the name of the charity trustee;
- 66.2.2 any office held by him/her in the organisation; and
- 66.2.3 The date on which he/she ceased to be a charity trustee.
- 67 The board must ensure that the register of charity trustees is updated within 28 days of any change:

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

67.2 Which is notified to the organisation.

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

Powers of board

- 69 Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 70 A meeting of the board at which a quorum of one-third of the trustees in office or 3 trustees, whichever is lesser, may exercise all powers exercisable by the board.
- 71 The members may, by way of a resolution passed in compliance with clause 47 (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

- 72 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:-
- 72.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
- 72.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 72.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
- 72.3.1 put the interests of the SCIO before that of the other party;
- 72.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
- 72.4 Ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

- 73 In addition to the duties outlined in clause 73, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 73.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 73.2 That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 74 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO in which he/she has a personal interest and he/she may retain any personal benefit which arises from that arrangement.
- 75 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 SCIO for carrying out his/her duties as a charity trustee.

Code of conduct for charity trustees

- 76 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 77 The code of conduct referred to in clause 76 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

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

Procedure at board meetings

- 80 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 1/3 of the trustees in office or 3 trustees, whichever is lesser, present in person.

- 81 If at any time the number of charity trustees in office falls below the number stated, 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.
- 82 The Chair of the SCIO should act as Chairperson of each board meeting.
- 83 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 Chair), the Vice-Chair shall nominate or delegate chair to another charity trustee.
- 84 Every charity trustee has one vote, which must be given personally.
- 85 All decisions at trustee meetings will be made by majority vote
- 86 If there are an equal number of votes for and against any resolution, the Chair of the meeting will be entitled to a second (casting) vote.
- 87 The board may allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 88 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 89 For the purposes of clause 88: -
- 89.1 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;
- 89.2 A charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 90 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 91 The minutes to be kept under clause 90 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

- 92 The board shall make available copies of the minutes referred to in clause 90 to any member of the public requesting them.

ADMINISTRATION

Delegation to sub-committees

- 93 The board 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.
- 94 The board may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
- 95 When delegating powers under clause 93 or 94, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 96 Any delegation of powers under clause 93 or 94 may be revoked or altered by the board at any time.
- 97 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

- 98 Subject to clause 99, 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.
- 99 Where the SCIO 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 98.

Accounting records and annual accounts

- 100 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 101 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 if required.

MISCELLANEOUS

Winding-up

- 102 If the SCIO 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.
- 103 Any surplus assets available to the SCIO 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 SCIO as set out in this constitution.

Alterations to the constitution

- 104 This constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 47).
- 105 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

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

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

106.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 106.1 above.

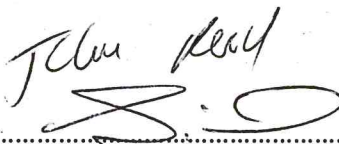
- 107 In this constitution: -

107.1 "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 2006, providing (in either case) that its objects are limited to charitable purposes;

107.2 "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.

Name: JOHN REID

Signature:



Date: 16-5-2018

Name: STUART LINDSAY

Signature:



Date: 17/5/18