

Environmental Protection Scotland

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**Environmental
Protection
Scotland**

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Constitution of Environmental Protection Scotland

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Environmental Protection Scotland

Working for a cleaner, quieter, healthier, sustainable Scotland

Environmental Protection Scotland is a Scottish Charitable Incorporated Organisation (SCIO). Scottish Charity No. SC043410

General

Name

1. The name of the Charity is “Environmental Protection Scotland” and the Charity is a Scottish Charitable Incorporated Organisation.

Scottish principal office

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

Purposes

3. The Charity’s purposes shall be to promote:-
 - 3.1. the improvement of the environment (as defined in Section 1 of the Environmental Protection Act 1990 and including all elements of the natural environment and ecology, and the interaction of human beings with the environment) in Scotland and elsewhere by any means, including by:-
 - 3.1.1. promoting changes in public policy and practice to minimise air, noise and land pollution;
 - 3.1.2. initiating, assisting, promoting and encouraging the investigation, consideration and discussion of all forms of pollution in order to achieve its reduction or prevention; and
 - 3.1.3. promoting public education in all matters relating to the reduction of pollution; and
 - 3.2. the advancement of knowledge, education and best practice among the professions, public authorities, and the general public; and industry and business in Scotland.

Powers

4. The Charity has all the powers conferred by law. Without prejudice to the foregoing, the Charity shall have the power:-
 - 4.1. to encourage the adoption of methods to reduce and prevent pollution;
 - 4.2. to undertake, or support or aid the undertaking of, investigations and research relevant to the causes and effects of pollution and the means to prevent it and to publish the results of such research;
 - 4.3. to promote, assist, support or oppose, as may be consistent with the purposes for which the Charity is established, any administrative or other measure or proposed measures affecting pollution;
 - 4.4. to write, print or otherwise reproduce by any means of recorded and/or visual information, whether now or hereinafter invented, and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or media;
 - 4.5. to hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events alone or with others;

- 4.6. to promote, research, experimental work, scientific investigations and development into any aspect of the purposes of the Charity and its work and to disseminate the useful results of any such research for the public benefit;
- 4.7. to co-operate and enter into arrangements with any authorities, national, local or otherwise in Scotland;
- 4.8. to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, and real or personal estate, maintain and alter any of the same as are necessary for any of the purposes of the Charity and (subject to such consents as may be required by law), sell, lease or otherwise dispose of or mortgage any real or personal estate;
- 4.9. to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contribution to the funds of the Charity in the shape of donations, subscriptions or otherwise;
- 4.10. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 4.11. subject to such consents as may be required by law, to borrow and raise money for the purposes of the Charity on such terms and conditions and on such security as may be thought fit;
- 4.12. to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings and erections;
- 4.13. to carry on any trade in so far as either the trade is exercised in the course of the actual carrying out of the primary purposes of the Charity or such trade is temporary and ancillary to the carrying out of the said purposes;
- 4.14. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the purposes of the Charity;
- 4.15. to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 4.16. to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to conditions (if any) as may be imposed or required by law and subject also as hereinafter provided;
- 4.17. to make any charitable donation either in cash or assets for the furtherance of the purposes of the Charity;
- 4.18. to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the purposes of the Charity;
- 4.19. to lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Charity;

- 4.20. to provide indemnity insurance to cover the liability of the Charity Trustees of the Charity which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Charity in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessfully defence to a criminal prosecution brought against the Charity in their capacity as Charity Trustees of the Charity;
 - 4.21. to employ and pay any person or persons not being Members of the Charity to supervise, organise, carry on the work of and advise the Charity;
 - 4.22. to insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its Members from and against such risks incurred in the course of the performance of their duties as may be thought fit;
 - 4.23. to pay, subject to the provisions of clause 5 hereof, reasonable annual sums or premiums for or towards the provisions of pensions for officers or servants for the time being of the Charity and their dependents;
 - 4.24. to apply monies in insuring any buildings or other property to their full value;
 - 4.25. to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment or transfer of any income or property among Members at least to the same extent as such payments or transfers are prohibited in the case of Members of the Charity by this constitution;
 - 4.26. to do all such other lawful things as shall further the above purposes or any of them.
5. No part of the income or property of the Charity may be paid or transferred (directly or indirectly) to the Members, either in the course of the Charity's existence or on dissolution, except where this is done in direct furtherance of the Charity's charitable purposes.

Liability of Members

6. The Members of the Charity have no liability to pay any sums to help to meet the debts (or other liabilities) of the Charity if it is wound up; accordingly, if the Charity is unable to meet its debts, the Members will not be held responsible.
7. The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General Structure

8. The structure of the organisation of the Charity consists of:-
 - 8.1. the MEMBERS of the Charity – who
 - 8.1.1. qualify to be Members under clause 10 and either (i) and the initial Members of the Charity or (ii) have been admitted to membership by the Board of Charity Trustees under clauses 12 to 14;

- 8.1.2. have the right and duty to attend such Members' meetings as shall be arranged by the Board of Charity Trustees (including any annual general meeting) in terms of clauses 23 to 28;
- 8.1.3. shall have the powers in meetings generally to oversee and direct the operations of the Charity and the actions of the Board of Charity Trustees at a strategic level;
- 8.1.4. shall elect persons from among their number from time to time to serve as Charity Trustees; and
- 8.1.5. have not withdrawn from membership or been expelled under clause 22.
- 8.2. the BOARD OF CHARITY TRUSTEES of the Charity – who:
 - 8.2.1. shall include (i) the initial Charity Trustees as noted in clause 54, (ii) those elected from time to time by the Members from among their number and (iii) those elected by the Board in the circumstances set out in clause 56; and
 - 8.2.2. shall oversee and control the activities and operations of the Charity, including the management of any employees and the monitoring and control of all the financial procedures of the Charity and all and any issues of compliance with the law.
- 9. The Board of Charity Trustees and the Members will seek to have no less than 20 Members following incorporation and shall seek to ensure that the membership is representative of persons engaged in, or beneficiaries of, environmental protection or improvement, or general well being, and geographically representative of the population and geography of Scotland.

MEMBERS

Qualifications for membership of the Charity

- 10. Subject to clause 16, membership is open to any natural or non-natural persons or organisations who:
 - 10.1. either (i) holds a professional degree, other qualification or any equivalent qualification as shall be approved as appropriate by the Board of Charity Trustees in Standing Order EPS001 or (ii) has skills and experience relevant to the purposes of the Charity and/or its good governance, (iii) who wish to be associated with the Charity and who shall give and receive support and services from the Charity; and
 - 10.2. has paid the required subscription as determined in accordance with clause 15.
- 11. Employees of the Charity are not eligible for membership. A Member will be deemed to have served a written notice of withdrawal from membership under clause 20 on becoming an employee of the Charity. Such notice shall have effect from the start date of employment.

Application for membership

- 12. Subject to clause 16, any person or organisation who wishes to become a Member must submit a written application for membership with evidence of the relevant qualifications or eligibility to

the Charity for consideration by the Board of Charity Trustees referred to in clause 47 (“the Board”).

13. The Board may, at its discretion, refuse to admit any person or organisation to membership.
14. The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit the applicant to membership.

Membership subscription

15. The Board shall determine the amount and frequency of any subscription payable by any Member and may determine different subscriptions for different Members of classes of Members or that no subscription shall be payable. Any person who ceases to be a Member for any reason whatsoever shall not be entitled to any rebate of subscriptions paid to the Charity.
 - 15.1. Membership is valid from April to March and subject to clause 20, membership will cease 31st March each year.

Honorary members

16. The Members may, at each annual general meeting required under clause 23, resolve to offer honorary membership to any natural person by reason of eminence to the Charity. Such honorary Members shall not be required to meet the qualification requirements in clause 10, including paying the subscription, or submit an application under clause 12, but shall be subject to all other provisions relating to Members of the Charity.

Register of Members

17. The Board must keep a register of Members, setting out:
 - 17.1. for each current Member:
 - 17.1.1. full name and address; and
 - 17.1.2. the date on which he/she/the organisation was registered as Member of the Charity;
 - 17.1.3. for organisations: name of principal contact, any other name which organisation is known, charity and/or company number (if applicable).
 - 17.2. for each former Member – for at least six years from the date on he/she ceased to be a member:
 - 17.2.1. name; and
 - 17.2.2. the date on which he/she/the organisation ceased to be a Member.
18. The Board must ensure that the register of Members is updated within 28 days of any change:
 - 18.1. which arises from a resolution of the Board or a resolution passed by the Members of the Charity; or
 - 18.2. which is notified to the Charity.
19. If a Member or Charity Trustee of the Charity 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 Members' addresses deleted.

Withdrawal from membership

20. Subject to clause 15 and 15.1, any person or organisation who wishes to withdraw from membership must give a written notice of withdrawal to the Charity, signed by the member or principal contact. The member will cease to be a Member as from the time when the notice is received by the Charity.

Transfer of membership

21. Membership of the Charity may not be transferred.

Expulsion from membership

22. Any person or organisation may be expelled from membership by way of a resolution passed in accordance with clause 41 and provided that:-
- 22.1. 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; and
 - 22.2. 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

23. The Board must arrange an annual general meeting ("AGM") of Members once in each calendar year and not later than fifteen months after the previous AGM.
24. The first AGM shall be held within 15 months of the date on which the Charity is formed.
25. The business of each AGM shall include:-
- 25.1. a report by the Board on the activities of the Charity;
 - 25.2. the laying of the annual accounts of the Charity before the meeting;
 - 25.3. the election or re-election of an auditor of the Company if required under clause 89;
 - 25.4. the election or re-election of Charity Trustees, as referred to in clauses 55 to 59;
 - 25.5. the offer of honorary membership of the Charity under clause 16; and
 - 25.6. such other business as the Board may determine and is specified in the notice convening the AGM.

Other meetings of Members

26. The Board shall convene a general meeting of the Members up to three times a year and may convene any further general meetings at any time as circumstances require.

27. The Board must convene a 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) be members who together represent 5% or more of the total membership of the Charity at the time, provided that:
- 27.1. the notice states the purposes for which the meeting is to be convened; and
 - 27.2. those purposes are not inconsistent with the terms of this constitution or contrary to law.
28. If the Board is required to convene a meeting in accordance with clause 27 the notice convening the meeting must be sent not later than 28 days after the date on which the Board received the notice under clause 27 and the meeting shall be held not more than 28 days after the notice convening the meeting is sent.

Members' Expenses

29. The Charity shall not be required to reimburse the Members for any out of pocket expenses incurred in attending any Members' meetings. Notwithstanding this, the Charity will reimburse the Members for any reasonable and vouched expenses incurred in connection with attending training courses or conferences at the request of the Charity, subject to Board approval.

Notice of Members' meetings

30. At least 14 clear days' notice must be given of an AGM and of any other Members' meeting.
31. The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting and in the case of any resolution falling within clause 41 (requirement for two-thirds majority) must set out the terms of the resolution.
32. In calculating the period of notice,
- 32.1. the day the notices are posted (or sent by e-mail) shall be excluded; and
 - 32.2. the day of the meeting itself shall be excluded.
33. Notice of every Members' meeting must be given to all the Members of the Charity, and to all the Charity Trustees but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
34. Any notice which requires to be given to a Member under this constitution must be:-
- 34.1. sent by post to the Member, at the address last notified to the Charity; or
 - 34.2. (if the Member has agreed to receive notice by e-mail) sent by e-mail to the Member, at the e-mail address last notified to the Charity.

Procedure at Members' meetings

35. No valid decisions can be taken at any Members' meeting unless a quorum is present.
36. The quorum for a Members' meeting shall be the greater of (i) 20% of the Members' at the time of the meeting or (ii) 4 Members, present in person or by proxy. If the number of Members falls below 4, the remaining number Members shall be the quorum.
37. If a quorum is not present within 15 minutes after the time at which a Members' meeting was due to start, or if a quorum ceases to be present during a Members' meeting the meeting shall be

abandoned and reconvened by the Board for a later date. Notices of the reconvened meetings will be sent out, to deal with the business (or remaining business) which was intended to be conducted, provided that any meeting reconvened under this clause shall be held on 7 clear days' notice.

38. Subject to clause 39, the chair of the Board shall act as chairman of each Members' meeting.
39. If the chair of the Charity is not present within 15 minutes after the time at which the meeting was due to start or is not willing to act as chairman, the vice-chair of the Charity will act as chairman. If the vice-chair is not present, or not willing to act as chairman, the Charity Trustees present at the meeting must elect (from among themselves) a person who will act as chairman of the meeting, or if none of them is present or willing to act, the Members may elect one of their number to act as a chairman.

Voting at members' meetings

40. Every Member has one vote. If the Member is an organisation then the Principal Contact has the vote. A Member may appoint a person to be his proxy to attend and vote on his behalf at meetings of the Charity. The appointment of a proxy for a meeting shall be by depositing a form of proxy with the Charity not later than 48 hours before the time appointed for the meeting. The form of proxy shall be signed by the appointer and be in usual or common form or such other form as is acceptable to the Board.
41. The following resolutions will be valid only if passed either at a Members' meetings by not less than two thirds of those voting on the resolution at the meeting or by way of a written resolution under clause 45:
 - 41.1. a resolution amending this constitution;
 - 41.2. a resolution expelling a person or organisation from membership under clause 22;
 - 41.3. a resolution directing the Board to take or refrain from taking any particular step;
 - 41.4. a resolution to the effect that all of the Charity's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all its property, rights and liabilities);
 - 41.5. a resolution for the winding up or dissolution of the Charity.
42. All other resolutions shall be passed by a simple majority of those voting. If there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a second (casting) vote.
43. A resolution put to the vote at a Member's meeting will be decided on a show of hands unless the chairman (or at least two other Members present at the meeting) ask for a secret ballot.
44. The chairman will decide how any secret ballot is to be conducted, and he or she will declare the result of the ballot at the meeting.

Written resolutions by Members

45. 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 and the date of the resolution will be taken to be the date on which

the last Members so agreed to it. A written resolution may take the form of one or more documents signed by or on behalf of Members or one or more e-mails. The Board shall have authority to determine the evidence which is required of authentication of the agreement of any Member in writing or by e-mail.

Minutes

46. The Board must ensure that proper minutes are kept in relation to all Members' meetings.

BOARD (CHARITY TRUSTEES)

Board of Charity Trustees

47. Except where this constitution states otherwise, the Charity (and its assets and operations) will be managed by a board comprising Charity Trustees which will have authority to exercise all the powers of the Charity.
48. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
49. The Board shall give effect to any direction given to the Board by the Members in accordance with clause 41.

Number of charity trustees.

50. The maximum number of Charity Trustees is 12.
51. The minimum number of Charity Trustees shall be 4 for the 12 months following the date of incorporation of the Charity and will increase to 8 thereafter.

Eligibility

52. A person will not be eligible for election or appointment to the Board unless he or she or organisation is a Member of the Charity.
53. A person will not be eligible for election or appointment to the Board if he or she is:-
- 53.1. disqualified by law from being a Charity Trustee; or
 - 53.2. an employee of the Charity.

Initial Charity Trustees

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

Election, retiral and re-election

55. At each AGM, the Members may elect any person who is eligible to be a Charity Trustee.

56. If required for reasons of expediency or urgency, the Board may at any time appoint any person to be an additional Charity Trustee or to fill a vacancy. Any such Board appointment shall be reported at the next available Members' meeting.
57. Elected Charity Trustees shall hold office for a period of no more than three years.
58. Charity Trustees who have retired or completed their permitted period shall be eligible for re-election under Clause 59.
59. A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless:-
 - 59.1. he or she advised the Board prior to the conclusion of the AGM that he or 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 or she was not among those elected or re-elected through that process; or
 - 59.3. a resolution for the re-election of that Charity Trustee was put to the AGM and was not passed.

Termination of office

60. A Charity Trustee will automatically cease to hold office if:-
 - 60.1. he or she becomes disqualified by law from being a Charity Trustee;
 - 60.2. he or she becomes incapable for medical reasons of carrying out his or her duties as a Charity Trustee for a period of more than six months;
 - 60.3. he or she becomes an employee of the Charity
 - 60.4. he or she gives the Charity a notice of resignation, signed by him or her;
 - 60.5. he or she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board and the Board resolves to remove him or her from office;
 - 60.6. he or she is removed from office by resolution of the Board on the grounds that he or she is considered to have committed a material breach of the code of conduct for the Charity Trustees (as referred to in clause 67);
 - 60.7. he or she is removed from office by resolution of the Board on the grounds that he or 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 Trustees Investment (Scotland) Act 2005 (as amended or re-enacted from time to time); or
 - 60.8. he or she is removed from office by a resolution of the members passed at a Members' meeting.
61. A resolution under clause 60.5, 60.6 or 60.7 shall be valid only if:-
 - 61.1. 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 or her removal is to be proposed;
 - 61.2. 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

- 61.3. (in the case of a resolution under clause 60.5 or 60.6) 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

62. The Board must keep a register of Charity Trustees, setting out:-
- 62.1. for each current Charity Trustee:
 - 62.1.1. his/her full name and address;
 - 62.1.2. the date on which he/she was appointed as a Charity Trustee; and
 - 62.1.3. any office held by him/her in the Charity;
 - 62.2. for each former Charity Trustee – for at least six years from the date on which he/she ceased to be a Charity Trustee:
 - 62.2.1. the name of the Charity Trustee;
 - 62.2.2. any office held by him/her in the Charity; and
 - 62.2.3. the date on which he/she ceased to be a Charity Trustee.
63. The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
- 63.1. which arises from a resolution of the Board or a resolution passed by the Members of the Charity; or
 - 63.2. which is notified to the Charity.
64. If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to him/her with 28 days, providing the request is reasonable; if the requested is made by a person who is not a Charity Trustee of the Charity, the Board may provide a copy which has the addresses blanked out if the Charity is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

65. The Charity Trustees shall elect (from among themselves) such office bearers as they consider appropriate, including a chair and vice-chair of the Charity.
- 65.1. Office bearers standing for re-election shall hold office for a period not exceeding two years.
66. The Charity Trustees may appoint a secretary to the Board and who may, but need not be either a Charity Trustee or an employee of the Charity. The secretary shall not be liable to retirement or re-election unless he or she is also a Charity Trustee.

Code of conduct for Charity Trustees

67. In addition to the duties imposed on the Charity Trustees by law and this constitution each of the Charity Trustees shall comply with any other rules, procedures or code of conduct adopted by the Board from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Board meetings

68. The Charity Trustees shall meet monthly or as otherwise determined by the Board.

Notice of board meetings

69. Any Charity Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Board
70. 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

71. No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is 4 Charity Trustees, present in person.
72. If at any time the number of Charity Trustees in office falls below the number stated as the quorum the remaining Charity Trustee(s) may act only to fill the vacancies or call a Members' meeting to appoint further Charity Trustees.
73. The chair of the Charity (if present) shall act as chairman at each Board meeting.
74. 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 chairman), the vice-chair of the Charity will act as chairman. If the vice-chair is not present, or not willing to act as chairman, the Charity Trustees present at the meeting must elect (from among themselves) a person who will act as chairman of that meeting.
75. Every Charity Trustee has one vote, which must be given personally.
76. All decisions at Board meetings will be made by majority vote.
77. If there is an equal number of votes for and against any resolution, the chairman of the meeting will be entitled to a second (casting) vote.
78. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he or she is not a Charity Trustee, but on the basis that that person must not participate in decision-making.

Charity Trustees – general duties

79. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interest of the Charity; and, in particular, must:-
- 79.1. seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its purposes;
- 79.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 79.3. in circumstances giving rise to the possibility of a conflict of interest between the Charity and any other party:

- 79.3.1. put the interests of the Charity before that of the other party;
 - 79.3.2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Charity and refrain from participating in any deliberation or decision of the other Charity Trustees with regard the matter in question;
 - 79.4. ensure that the Charity complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
80. In addition to the duties outlined in clause 79, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:-
- 80.1. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
 - 80.2. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.

Conflicts of interest

81. A Charity Trustee must not vote at a Board meeting on any resolution which relates to a matter in which he or she has an interest or duty which conflicts (or may conflict) with the interests of the Charity. The Charity Trustee must withdraw from the meeting while any item of that nature is being decided upon. Notwithstanding that the Charity Trustee may not vote on the matter, he or she may, provided he has declare the nature and extent of his interest, be counted in the quorum and may participate in any discussion of the matter.
82. For the purposes of clause 81:-
- 82.1. 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 shall be deemed to be held by that Charity Trustee; and
 - 82.2. 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 or she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter

Minutes

83. The Board must ensure that proper minutes are kept in relation to all Board meetings.

ADMINISTRATION

Delegation to committees

84. The Board may delegate any of their powers to committees provided that any such committee must include at least one Charity Trustee. Expert Advisory Groups shall be established to represent the main policy areas of the Charity.
85. Any delegation of powers under clause 84 may be revoked or altered by the Board at any time. The rules of procedure for each committee, and the provisions relating to membership of each committee, shall be set by the Board in the most recent version of Standing Order EPS002.

Operation of accounts

86. Subject to clause 87, 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 Charity; at least one out of the signature must be the signature of a Charity Trustee.
87. Where the Charity 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 86.

Accounting records and annual accounts

88. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
89. The Board must prepare annual accounts, comply with all relevant statutory requirements. The annual accounts shall be externally scrutinised by an independent examiner unless an audit is required under any statutory provisions (or if the Board consider that an audit be appropriate for some other reason). In such circumstances the Board should ensure that an audit of the accounts is carried out by a qualified auditor.