



# Constitution of the 9CC Group

## General

### 1 **Type of organisation**

The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

### 2 **Scottish principal office**

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

### 3 **Name**

The name of the organisation is "9CC Group".

### 4 **Purposes**

4.1 The organisation's purposes are the advancement of the following purposes, primarily in and for the benefit of the following geographical areas: Auchinleck; Cronberry, Logan & Lugar; Cumnock; Dalmellington; Drongan, Rankinston & Stair; Netherthird; New Cumnock; Patna; and Ochiltree & Skares:

4.1.1 the advancement of citizenship or community development;

4.1.2 the advancement of education, employability and skills development, in particular to promote volunteering and sustainable employment opportunities;

4.1.3 the advancement of rural or urban community regeneration;

4.1.4 the promotion of civic responsibility, volunteering, the voluntary sector or the effectiveness or efficiency of charities;

4.1.5 the advancement of environmental protection or improvement;

4.1.6 the advancement of the arts, heritage, culture or science;

4.1.7 the advancement of public participation in sport, leisure and recreational activities

4.1.8 the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended;

4.1.9 the relief of those in need by reason of age, ill-health, disability, financial hardship or other economic or social disadvantage;

4.1.10 the advancement of environmental protection or improvement;

4.1.11 promotion of renewable energy and concept of net zero carbon and measures to address climate change issues; and

4.1.12 any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.

4.2 The organisation shall have the power to advance any of the above purposes or objects by the giving of grants or loans or the provision of credit or other forms of assistance, financial or otherwise, to persons undertaking projects, initiatives and/or activities which further any of the above purposes or objects and which are wholly charitable within the meaning of the Taxes Acts and section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

## 5 Powers

- 5.1 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5.2 Without prejudice to the generality of Clause 5.1, the organisation has the power to nominate or appoint members and/or charity trustees to other external bodies.
- 5.3 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members or charity trustees – 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.
- 5.4 Community benefit contributions paid to the organisation by any developer which is a party to a community benefit agreement or arrangement with the organisation shall be managed by the organisation for the benefit of all members of the organisation in accordance with the terms of an agreed community benefit agreement.

## 6 Liability of charity trustees

- 6.1 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 of the organisation will not be held responsible.
- 6.2 The members charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005 and Clause 6.1 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.
- 6.3 The organisation reserves the right to purchase insurance to indemnify charity trustees in respect of the following:
  - 6.3.1 any breach of trust or breach of duty committed by them in their capacity as charity trustees; or
  - 6.3.2 any negligence, default, breach of duty or breach of trust committed by them while acting as charity trustees.
- 6.4 The terms of such insurance must, however, be so framed as to exclude the provision of any indemnity for a person in respect of:
  - 6.4.1 any liability incurred by him or her to pay;
  - 6.4.2 a fine imposed in criminal proceedings, or
  - 6.4.3 a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - 6.4.4 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him or her; or
  - 6.4.5 any liability incurred by him or her to the organisation that arises out of any conduct which he or she knew (or must reasonably be assumed to have known) was not in the interests of the organisation or in the case of which he or she did not care whether it was in the best interests of the organisation or not.

## 7 General structure and Membership

- 7.1 The structure of the organisation consists of:
- 7.1.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 7.1.2 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.
- 7.2 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.
- 7.3 Membership of the organisation is open to:
- 7.3.1 each of: Auchinleck Community Council; Cronberry, Logan & Lugar Community Council; Cumnock Community Council; Dalmellington Community Council; Drongan, Rankinston & Stair Community Council; Netherthird Community Council; New Cumnock Community Council; Patna Community Council; and Ochiltree & Skares Community Council (each a "Community Council") (the "Community Council Members"); and
  - 7.3.2 any other body, whether incorporated or unincorporated, which has been established for the benefit of one of the communities in which the Community Councils operate and which has objects or purposes which are the same as or similar to, or are otherwise aligned with, those of the organisation, provided always that any such other body shall only be eligible to become a member of the organisation in the event that the relevant Community Council operating in the community in which such other body operates either elects not to become a member of the organisation or at any time ceases to be a member of the organisation, in which case the other body shall be eligible to become a member of the organisation in place of the relevant Community Council.
- 7.4 Employees of the organisation are not eligible for membership.
- 7.5 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 7.6 The board may, at its discretion, refuse to admit any person to membership.
- 7.7 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.
- 7.8 No membership subscription will be payable.
- 7.9 The board must keep a register of members, setting out
- 7.9.1 for each current member:
    - 7.9.1.1 his/her full name and address; and
    - 7.9.1.2 the date on which he/she was registered as a member of the organisation;
  - 7.9.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 7.9.2.1 his/her name; and
    - 7.9.2.2 the date on which he/she ceased to be a member.

- 7.10 The board must ensure that the register of members is updated within 28 days of any change:
- 7.10.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 7.10.2 which is notified to the organisation.
- 7.11 If a member or charity trustee of the organisation 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 blanked out.
- 7.12 Any person who wants to withdraw from membership must give a written 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.
- 7.13 Membership of the organisation may not be transferred by a member.
- 7.14 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.
- 7.15 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 7.14, the board may expel him/her from membership.
- 7.16 A notice under clause 7.14 will not be valid unless it refers specifically to the consequences (under clause 7.15) of failing to provide confirmation within the 28-day period.
- 7.17 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 7.17.1 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;
  - 7.17.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.
- 7.18 Membership of the organisation will terminate on death.

## 8 **Members' meetings and decision-making**

- 8.1 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 8.2 The gap between one AGM and the next must not be longer than 15 months.
- 8.3 Notwithstanding clause 8.1, 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.
- 8.4 The business of each AGM must include:
- 8.4.1 a report by the chair on the activities of the organisation; and
  - 8.4.2 consideration of the annual accounts of the organisation.
- 8.5 The board may arrange a special members' meeting at any time.

- 8.6 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: the notice states the purposes for which the meeting is to be held; and those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 8.7 If the board receive a notice under clause 8.6, 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.
- 8.8 At least 14 clear days' notice must be given of any AGM or any special members' meeting. The reference to "clear days" shall be taken to mean that, in calculating the period of notice, the day after the notices are posted (or sent by e-mail) should be excluded and the day of the meeting itself should also be excluded.
- 8.9 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 a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or in the case of any other resolution falling within clause 8.19 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 8.10 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 8.11 Any notice which requires to be given to a member under this constitution must be: sent by post to the member, at the address last notified by him/her to the organisation; or sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.
- 8.12 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 8.13 The quorum for a members' meeting is six members, present in person.
- 8.14 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.
- 8.15 The chair of the organisation should act as chairperson of each members' meeting.
- 8.16 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 8.17 Every member has one vote, which must be given personally.
- 8.18 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 8.19.
- 8.19 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 8.23):
- 8.19.1 a resolution amending the constitution;
- 8.19.2a resolution expelling a person from membership under clause 7.17;

8.19.3a resolution directing the board to take any particular step (or directing the board not to take any particular step);

8.19.4a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

8.19.5a 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);

8.19.6a resolution for the winding up or dissolution of the organisation.

8.20 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.

8.21 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.

8.22 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.

8.23 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.

8.24 The board must ensure that proper minutes are kept in relation to all members' meetings.

8.25 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

## 9 **Number of charity trustees**

9.1 The maximum number of charity trustees is 31.

9.2 The minimum number of charity trustees is 13.

## 10 **Eligibility**

10.1 A person will not be eligible for charity trusteeship if he/she/it:

10.1.1 is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

10.1.2 is an employee of the organisation.

## 11 **Initial charity trustees**

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

## 12 **Appointment / removal of charity trustees**

12.1 Each of the members may from time to time and at any time by written notice to the registered office of the organisation appoint one member of the relevant Community Council to be a charity trustee (unless he/she is debarred from membership under Clause 10) and by like notice remove or replace any such person and in each case, such appointment or

removal shall take effect upon the date of lodgement of such written notice at the registered office of the organisation or such later date as may be specified in the notice.

- 12.2 Subject to the terms of Clause 9.2, the board shall at its first meeting following registration appoint one person as a charity trustee who shall act as chair of the organisation and may from time to time appoint one or more additional persons to be charity trustees.

### 13 **Termination of office**

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

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

13.1.2 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 6 months;

13.1.3 he/she becomes an employee of the organisation;

13.1.4 he/she/it gives the organisation a notice of resignation, signed by him/her/its authorised representative;

13.1.5 he/she/it is absent (without good reason, in the opinion of the board acting reasonably) from more than 3 consecutive meetings of the board - but only if the board resolves to remove him/her from office;

13.1.6 he/she/it is removed from office by resolution of the board on the grounds that he/she/it is considered to have committed a material breach of the code of conduct for charity trustees;

13.1.7 he/she/it is removed from office by resolution of the board on the grounds that he/she/it is considered to have been in serious or persistent breach of his/her/its duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

13.1.8 he/she/it is removed from office for any other reason by resolution of the board.

- 13.2 A resolution under Clauses 13.1.5 to 13.1.8 shall be valid only if:

13.2.1 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/its removal is to be proposed;

13.2.2 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

13.2.3 at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### 14 **Register of charity trustees**

- 14.1 The board must keep a register of charity trustees, setting out:

14.1.1 for each current charity trustee:

14.1.1.1 his/her/its full name and address/registered office;

14.1.1.2 the date on which he/she/it was appointed as a charity trustee; and



- 14.1.1.3 any office held by him/her/it in the organisation;
- 14.1.2 for each former charity trustee – for at least six years from the date on which he/she ceased to be a charity trustee:
  - 14.1.2.1 the name of the charity trustee;
  - 14.1.2.2 any office held by him/her/it in the organisation; and
  - 14.1.2.3 the date on which he/she/it ceased to be a charity trustee.
- 14.2 The board must ensure that the register of charity trustees is updated within 28 days of any change:
  - 14.2.1 which arises from a resolution of the board; or
  - 14.2.2 which is notified to the organisation.
- 14.3 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 board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.
- 15 **Office-bearers**
- 15.1 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary. The chair of the organisation shall be a charity trustee appointed in terms of Clause 12.2.
- 15.2 In addition to the office-bearers required under Clause 15.1, the charity trustees may elect (from among themselves) further office-bearers, including, but not limited to, a vice chair, if they consider that appropriate. Any vice chair appointed in terms of this Clause 15.2 must be a charity trustee appointed by one of the Community Council Members in terms of Clause 12.1.
- 15.3 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under Clause 15.1 or 15.2.
- 15.4 A person elected to any office will automatically cease to hold that office:
  - 15.4.1 if he/she/it ceases to be a charity trustee; or
  - 15.4.2 if he/she/it gives to the organisation a notice of resignation from that office, signed by him/her.
- 16 **Powers of the board**
- 16.1 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.
- 16.2 A meeting of the board at which a quorum is present may exercise all powers exercisable by the organisation.
- 17 **Charity trustees – general duties**
- 17.1 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:

- 17.1.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- 17.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
- 17.1.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
  - 17.1.3.1 put the interests of the organisation before that of the other party;
  - 17.1.3.2 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 charity trustees with regard to the matter in question; and
  - 17.1.3.3 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 17.2 In addition to the duties outlined in Clause 17.1, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
  - 17.2.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 17.2.2 that any charity trustee who has been in serious and persistent breach of those duties is removed as a charity trustee.
- 17.3 Provided he/she/it has declared his/her/its interest – and has not voted on the question of whether or not the organisation should enter into the arrangement – a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she/it has a personal interest; and (subject to Clause 17.4 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she/it may retain any personal benefit which arises from that arrangement.
- 17.4 No charity trustee may serve as an employee (full time or part time) of the organisation; and, subject to Clause 17.5, no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
- 17.5 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.
- 18 **Code of conduct for charity trustees**
- 18.1 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.
- 18.2 The code of conduct referred to in Clause 18.1 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

### 19 **Notice of board meetings**

- 19.1 There shall be at least 4 Board meetings scheduled within each calendar year; although any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 19.2 At least seven clear days' notice must be given for other meetings, unless (in the opinion of the chair) there is a degree of urgency which makes that inappropriate.
- 20 **Procedure at board meetings**
- 20.1 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is at least one-third of the total number of charity trustees.
- 20.2 If at any time the number of charity trustees in office falls below the number stated as the quorum in Clause 20.1, the remaining charity trustee(s) will have power to fill the vacancies - but will not be able to take any other valid decisions.
- 20.3 The chair of the organisation should act as chairperson of each board meeting.
- 20.4 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.
- 20.5 Every charity trustee has one vote.
- 20.6 All decisions at board meetings will be made by majority vote.
- 20.7 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 20.8 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee, including, for the avoidance of doubt, any affiliate member – but on the basis that he/she must not participate in decision-making.
- 20.9 All or any of the charity trustees may participate in a board meeting by means of a conference telephone or any other communication equipment which allows all of those participating in the meeting to hear or otherwise communicate with each other. A charity trustee so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be taken into account in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair is at the time of the meeting.
- 20.10 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.
- 20.11 For the purposes of Clause 20.10:
- 20.11.1 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; and
- 20.11.2 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.

20.12 East Ayrshire Council may from time to time and at any time by written notice to the registered office of the organisation nominate:

20.12.1 one elected member from Ward 7;

20.12.2 one elected member from Ward 8;

20.12.3 one elected member from Ward 9; and / or

20.12.4 up to two officials employed from time to time by East Ayrshire Council

to attend board meetings of the organisation as observers and to act in an advisory capacity. Any such nominees shall, unless the board determines otherwise, be entitled to contribute to discussions at board meetings of the organisation but shall not be entitled to vote on any matter under consideration by the board.

## 21 **Minutes**

21.1 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

21.2 The minutes to be kept under Clause 21.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

21.3 With due reference to all applicable statutory requirements, it is wholly at the discretion of the board as to whether or not the minute of a meeting, or any excerpt from the minute of a meeting, is to be made available to members of the public or any body.

## Administration

### 22 **Delegation to sub-committees**

22.1 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.

22.2 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.

22.3 When delegating powers under Clauses 22.1 or 22.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

22.4 Any delegation of powers under Clauses 22.1 or 22.2 may be revoked or altered by the board at any time.

22.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### 23 **Operation of accounts**

23.1 Subject to Clause 23.2, the signatures of two 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.

23.2 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 23.1.

## 24 **Accounting records and annual accounts**

- 24.1 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 24.2 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

## **Miscellaneous**

### 25 **Winding-up**

- 25.1 If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 25.2 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.

### 26 **Alterations to the constitution**

- 26.1 This constitution may (subject to Clause 26.2) be altered by resolution of the Charity trustees passed at an AGM or board meeting (subject to achieving the two thirds majority referred to in Clause 8.19) or by way of a written resolution of the members (as described in Clause 8.23).
- 26.2 The Charities and Trustee Investment (Scotland) Act 2005 requires that consent is sought from the Office of the Scottish Charity Regulator (OSCR) to action the following changes: change of name, an alteration to the purposes, amalgamation and/or winding-up.

### 27 **Interpretation**

- 27.1 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 27.1.1 any statutory provision which adds to, modifies or replaces that Act; and
- 27.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under Clause 27.1.1.
- 27.2 In this constitution:
- 27.2.1 "**charity**" means a body which is either a "Scottish charity" within the meaning of section 13 of the Act 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;
- 27.2.2 "**charitable purpose**" means a charitable purpose under section 7 of the Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 27.2.3 "**Taxes Act**" means the Income and Corporation Taxes Act 1988 as amended from time to time;
- 27.2.5 "**Ward 7**" means East Ayrshire Council Ward 7 – Ballochmyle;

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by PATNA COMM COUNCIL

COMMUNITY COUNCIL,

on Date: 8/11/2021

Name of CC Chairperson: LINDSAY DRIVER

Signed by CC Chairperson: Lindsay Driver

Date: 9.2.22

Name of CC Secretary: SANDRA LAIDLAW

Signed by CC Secretary: Sandra Laidlaw

Date: 9/2/22

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 - Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 - Doon Valley

### APPROVAL AND ADOPTION OF THE SCC GROUP CONSTITUTION

This Constitution was adopted by CUMNOCK

COMMUNITY COUNCIL,

on Date: 10th January 2022.

Name of CC Chairperson: Helena McLean

Signed by CC Chairperson:

Date: Helena McLean

Name of CC Secretary: David J. Ewing

Signed by CC Secretary:

Date: David J. Ewing

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by Nether Thord

COMMUNITY COUNCIL,

on Date: .....

Name of CC Chairperson: MARGARET CAMPBELL

Signed by CC Chairperson: Margaret Campbell

Date: 27/1/2022

Name of CC Secretary: TOMMY SAMSON

Signed by CC Secretary: [Signature]

Date: 27/1/22



27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by Auchinleck

COMMUNITY COUNCIL,

on Date: 13 September 2021

Name of CC Chairperson: Stephen McCarron

Signed by CC Chairperson: Stephen McCarron

Date: 15 December 2021

Name of CC Secretary: Margaret Houston

Signed by CC Secretary: M Houston

Date: 16/12/2021

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.


### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by DRENCAW, RANKISTON & STAIR

COMMUNITY COUNCIL,

on Date: 2-3-22

Name of CC Chairperson: MUGH WOODS

Signed by CC Chairperson: 

Date: 02.03.2022

Name of CC Secretary: MAYCOY WATSON

Signed by CC Secretary: 

Date: 2-3-22

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by ..... New Cumnock .....

COMMUNITY COUNCIL,

on Date: ..... 27 January 2022 .....

Name of CC Chairperson: ..... MARIE WALKER .....

Signed by CC Chairperson: ..... Marie Walker .....

Date: ..... 27.1.22 .....

VICE CHAIR  
Name of CC Secretary: ..... Margaret Houston .....

VICE CHAIR  
Signed by CC Secretary: ..... MARGARET HOUSTON .....

Date: ..... 27/1/2022 .....

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by OCHILTREE  
COMMUNITY COUNCIL,

on Date: .....

Name of CC Chairperson: ALEX BAIRD

Signed by CC Chairperson: Alex Baird

Date: 15/12/21

Name of CC Secretary: BETH GRIFFIN

Signed by CC Secretary: B. Griffin

Date: 20/12/21

27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and

27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

### APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION

This Constitution was adopted by CRONBERRY LOGAN LOGAN  
COMMUNITY COUNCIL,

on Date: 11-11-2021

Name of CC Chairperson: ANTONIO ESQUIERDO

Signed by CC Chairperson: Antonio Esquiedo

Date: 20-12-2021

Name of CC Secretary: JOANNE WARD

Signed by CC Secretary: Joanne Ward

Date: 20/12/2021

- 27.2.6 "Ward 8" means East Ayrshire Council Ward 8 – Cumnock and New Cumnock;  
and
- 27.2.7 "Ward 9" means East Ayrshire Council Ward 9 – Doon Valley.

**APPROVAL AND ADOPTION OF THE 9CC GROUP CONSTITUTION**

This Constitution was adopted by DALMELLINGTON C.C.  
 on Date: 07/10/2021  
 COMMUNITY COUNCIL,

Name of CC Chairperson: SANDRA LORRAINE MAIR  
 Signed by CC Chairperson: Renee Mair  
 Date: 07.10.2021

Name of CC Secretary: SHIRLEY ANDERSON  
 Signed by CC Secretary: Shirley Anderson  
 Date: 07.10.2021