

## CONSTITUTION OF THE SCOTTISH CAVE RESCUE ORGANISATION

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**CONSTITUTION**  
of  
**THE SCOTTISH CAVE RESCUE ORGANISATION**

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## **GENERAL**

### **Type of organisation**

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

### **Scottish principal office**

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

### **Name**

- 3 The name of the organisation is the Scottish Cave Rescue Organisation.

### **Purposes**

- 4 The organisation's purposes are:
  - 4.1 To provide a service to search for and to rescue persons and animals from any underground location in Scotland or any other part of the United Kingdom, to secure funds therefor and without prejudice to the foregoing generality: -
    - 4.1.1 To explore and implement effective training methods;
    - 4.1.2 To liaise with other emergency services; and
    - 4.1.3 To promote general awareness of and to improve the standards of care and safety required in the pursuit of speleology and associated activities.
  - 4.2 As requested by the relevant Constabulary/Police Service, Fire and Rescue Service, Mountain Rescue Team or like body, to provide assistance in surface search and rescue operations.

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.
- 7 For avoidance of doubt, the foregoing clause does not prevent reimbursement of travelling and other expenses incurred by members participating in the organisation's activities.

## **Liability of members**

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

## **General structure**

- 10 The structure of the organisation consists of:-
  - 10.1 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;
  - 10.2 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.
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 12 Membership is open to any individual aged 18 or over who in the opinion of the board has abilities or knowledge likely to be of assistance to fulfilling the organisation's purposes.
- 13 Employment by the organisation in any capacity does not disqualify a person from membership.

### **Application for membership**

- 14 Any person who wishes to become a member must apply in writing (which may be by email or other electronic form) for membership; subject to following clause, the application will then be considered by the board at its next board meeting.
- 15 Any person who was member of the old Scottish Cave Rescue Organisation at the date of incorporation of this organisation becomes

a member of this organisation on application made within 9 months of that date without any requirement for board consideration.

- 16 The board may, at its discretion and without any obligation to give reasons, refuse to admit any person to membership.
- 17 The board must notify each applicant promptly in writing (which may be by e-mail or other electronic form) of its decision on whether or not to admit him/her to membership.

### **Membership subscription**

- 18 No membership subscription will be payable.

### **Register of members**

- 19 The board must keep a register of members, setting out
  - 19.1 for each current member:
    - 19.1.1 his/her full name and address; and
    - 19.1.2 the date on which he/she was registered as a member of the organisation;
  - 19.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 19.2.1 his/her name; and
    - 19.2.2 the date on which he/she ceased to be a member.
- 20 The board must ensure that the register of members is updated within 28 days of any change:
  - 20.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 20.2 which is notified to the organisation.
- 21 If a member 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.

### **Withdrawal from membership**

- 22 Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, which must be either made or confirmed in writing (including email or other electronic forms); he/she will cease to be a member as from the time when the notice is received by the organisation.

## **Transfer of membership**

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

## **Re-registration of members**

- 24 The board may, at any time, issue notices to any member 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.
- 25 If a member fails to provide confirmation to the board (in writing including by e-mail or other electronic form) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 24, the board may expel him/her from membership.
- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

## **Expulsion from membership**

- 27 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present or represented by proxy and voting at a members' meeting, providing the following procedures have been observed:-
- 27.1 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;
- 27.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.
- 28 Any two or more Charity Trustees acting together may, by notice delivered in writing, summarily expel any member who is not a Charity Trustee where they reasonably believe that member –
- 28.1 Is endangering the safety of any person, themselves included;
- 28.2 Is making unauthorised representations as to the Organisation's views, position or policy on any matter;
- 28.3 Is breaching any Regulation made under clause 113.
- 29 A member expelled under clause 28 may seek a resolution overturning the expulsion and restoring to membership from –
- 29.1.1 the next AGM or Members' meeting following more than 40 days after the expulsion; or

29.1.2 a Members' meeting called by the member to debate the expulsion and taking place before the meeting referred to in clause 29.1.1 above –

29.2 A resolution under this clause is duly passed if over one third of those present at the meeting or represented by proxy vote in favour of it.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

30 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

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

32 Notwithstanding clause 30, 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.

33 The business of each AGM must include:-

33.1 a report by the chair on the activities of the organisation;

33.2 consideration of the annual accounts of the organisation;

33.3 the election/re-election of charity trustees, as referred to in clauses 66 to 69.

34 The board may arrange a special members' meeting at any time.

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

35 The board must arrange a special members' meeting where called by a member under clause 29.1.2 or otherwise 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, or otherwise authenticated to the satisfaction of the board, by one or more members) by members who amount to 10% or more of the total membership of the organisation at the time, providing:

35.1 the notice states the purposes for which the meeting is to be held; and

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

- 36 If the board receive a notice under clause 35, 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 first had actual knowledge of the notice.

### **Notice of members' meetings**

- 37 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

- 38 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

38.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

38.2 in the case of any other resolution falling within clause 49 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 39 The reference to "clear days" in clause 37 shall be taken to mean that, in calculating the period of notice,

39.1 the day after the notices are posted (or sent by electronic communication) should be excluded; and

39.2 the day of the meeting itself should also be excluded.

- 40 Notice of every members' meeting must be given to all the members of the organisation; but the accidental omission to give notice to one or more members (not being over 20% of the membership) will not invalidate the proceedings at the meeting.

- 41 Any notice which requires to be given to a member under this constitution must be: -

41.1 sent by post to the member, at the address last notified by him/her to the organisation; or

41.2 sent by e-mail or like electronic communication to the member, at the e-mail address or equivalent last notified by him/her to the organisation; or

41.3 delivered to the member in person.

### **Procedure at members' meetings**

- 42 No valid decisions can be taken at any members' meeting unless a quorum is present.

- 43 The quorum for a members' meeting is ten percent of the total number of members at that time, present in person or represented by a proxy.



- 44 If a quorum is not present within 15 minutes (or such greater period of time not exceeding 6 hours as the chairperson may decide) 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.
- 45 The chair of the organisation should act as chairperson of each members' meeting.
- 46 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.

### **Voting at members' meetings**

- 47 Every member has one vote, which must be given personally or by proxy.
- 48 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution described in clauses 29 and 49.
- 49 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 58):
- 49.1 a resolution amending the constitution;
  - 49.2 a resolution expelling a person from membership under clause 27;
  - 49.3 a resolution (not being one made under clause 29) directing the board to take any particular step (or directing the board not to take any particular step);
  - 49.4 a 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);
  - 49.5 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);

- 49.6 a resolution for the winding up or dissolution of the organisation.
- 50 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.
- 51 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.
- 52 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.

### **Proxy Notices**

- 53 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- 53.1 states the name and address of the member appointing the proxy;
  - 53.2 identifies the person appointed to be that Member's proxy and the Members' meeting in relation to which that person is appointed;
  - 53.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such other manner or manners as the board may direct;
- 54 The board may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 55 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 56 Unless a proxy notice indicates otherwise, it must be treated as –
- 56.1 allowing the person appointed under it as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 56.2 appointing that person as proxy in relation to any adjournment of the Members' meeting to which it relates as well as the meeting itself.
- 57 **Proxy Notices – further provisions**
- 57.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Members' meeting remains so entitled in respect of that meeting or any adjournment of it,

even though a valid proxy notice has been delivered by or on behalf of that person.

- 57.2 An appointment under proxy may be revoked by delivering to the board a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 57.3 A notice revoking a proxy only takes effect if it is so delivered before the start of the meeting or adjournment to which it relates.
- 57.4 If a proxy notice is not authenticated by the person appointing the proxy, it must be accompanied by written evidence to the satisfaction of the board of the authority of the person who authenticated it to do so on the appointer's behalf.

### **Written resolutions by members**

- 58 A resolution agreed to in writing (including by e-mail or other electronic form) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

### **Minutes**

- 59 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 60 Minutes of members' meetings must include the names of those present.

### **BOARD**

#### **Number of charity trustees**

- 61 The maximum number of charity trustees is ten.
- 62 The minimum number of charity trustees is three.

#### **Eligibility**

- 63 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation.
- 64 A person will not be eligible for election or appointment to the board if he/she is: -
  - 64.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 64.2 an employee of the organisation.

## **Initial charity trustees**

- 65 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 by the members as charity trustees with effect from the date of incorporation of the organisation.

## **Election, retirement, re-election**

- 66 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 64) to be a charity trustee.
- 67 The board may at any time appoint any member (unless he/she is debarred from membership under clause 64) to be a charity trustee.
- 68 At each AGM, all of the charity trustees must retire from office - but may then be re-elected under clause 66.
- 69 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 69.1 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
  - 69.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 69.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

## **Termination of office**

- 70 A charity trustee will automatically cease to hold office if: -
- 70.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 70.2 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;
  - 70.3 he/she ceases to be a member of the organisation;
  - 70.4 he/she becomes an employee of the organisation;
  - 70.5 he/she gives the organisation a notice of resignation;
  - 70.6 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;

- 70.7 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 any code of conduct for charity trustees (as referred to in clause 87);
  - 70.8 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; or
  - 70.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 71 A resolution under paragraph 70.7, 70.8 or 70.9 shall be valid only if: -
- 71.1 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;
  - 71.2 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
  - 71.3 (in the case of a resolution under paragraph 70.7 or 70.8) 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**

- 72 The board must keep a register of charity trustees, setting out
- 72.1 for each current charity trustee:
    - 72.1.1 his/her full name and address;
    - 72.1.2 the date on which he/she was appointed as a charity trustee; and
    - 72.1.3 any office held by him/her in the organisation;
  - 72.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 72.2.1 the name of the charity trustee;
    - 72.2.2 any office held by him/her in the organisation; and
    - 72.2.3 the date on which he/she ceased to be a charity trustee.
- 73 The board must ensure that the register of charity trustees is updated within 28 days of any change:

- 73.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 73.2 which is notified to the organisation.
- 74 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.

### **Office-bearers**

- 75 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 76 In addition to the office-bearers required under clause 75, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 77 Subject to the following sub-clause, all of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 75 or 76.
  - 77.1 Where a charity trustee who held an office immediately prior to an AGM is re-elected (or deemed to have been re-elected) under clauses 66, 68 and/or 69, he or she is deemed to have been re-elected to the same office unless the board decide to the contrary.
- 78 A person elected to any office will automatically cease to hold that office: -
  - 78.1 if he/she ceases to be a charity trustee; *or*
  - 78.2 if he/she gives to the organisation a notice of resignation from that office.

### **Powers of board**

- 79 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.
  - 79.1 Without prejudice to the generality of the foregoing paragraph, the board has power to decide from time-to-time which of those members who are willing to be operational rescuers are to be included in the operational call-out list, and are to occupy positions of responsibility.

- 80 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 81 The members may, by way of a resolution passed in compliance with clause 49 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step (not in either case being a step described in clause 79.1); and the board shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

- 82 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:-
- 82.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 82.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 82.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 82.3.1 put the interests of the organisation before that of the other party;
    - 82.3.2 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;
  - 82.4 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.
- 83 In addition to the duties outlined in clause 82, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 83.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 83.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 84 Provided he/she has declared his/her 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 has a personal interest; and (subject to clause 85 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

- 85 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 organisation for carrying out his/her duties as a charity trustee.
- 86 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.

### **Code of conduct for charity trustees**

- 87 Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 88 The code of conduct referred to in clause 87 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

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### **Notice of board meetings**

- 89 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 90 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**

- 91 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is the greater of (a) three and (b) one half (rounded down to the nearest whole number) of the total number of charity trustees for the time being, present in person.
- 92 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 91, 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.



- 93 The chair of the organisation should act as chairperson of each board meeting.
- 94 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 may elect (from among themselves) the person who will act as chairperson of that meeting.
- 95 Every charity trustee has one vote, which must be given personally.
- 96 All decisions at board meetings will be made by majority vote.
- 97 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.
- 98 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 - but on the basis that he/she must not participate in decision-making.
- 99 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.
- 100 For the purposes of clause 99: -
- 100.1 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;
- 100.2 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**

- 101 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 102 The minutes to be kept under clause 101 must include the names of those present.

## **Informal decision making by board**

- 103 Nothing in clauses 89 to 97 inclusive prevents the board from discussing issues and reaching routine decisions by remote means such as exchanges of emails, but any charity trustee can require that any given issue be discussed and voted upon at a formal board meeting.

## **ADMINISTRATION**

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

- 104 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.
- 105 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.
- 106 When delegating powers under clause 104 or 105, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 107 Any delegation of powers under clause 104 or 105 may be revoked or altered by the board at any time.
- 108 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**

- 109 Subject to clauses 110 (including 110.1), the signatures of two out of a minimum of three and a maximum of five 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.
- 110 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 109.
- 110.1 The Board may authorise the person elected as treasurer to carry out banking transactions alone for specified purposes and falling below a specified value, which must not exceed £1,000

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

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

112 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.

112.1 In the foregoing clause “audit” is not to be construed as including independent examination.

## **Regulations**

113 The board may make and from time amend or vary Regulations to be followed by members in relation to the running of the organisation including, without prejudice to the generality –

113.1 operational search and rescue matters;

113.2 training;

113.3 handling of funds and operation of accounts; and

113.4 prompt provision to the Secretary of any necessary updates to addresses and contact details held in the Register of Members and operational call-out and support lists.

## **MISCELLANEOUS**

### **Winding-up**

114 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.

115 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

### **Alterations to the constitution**

116 This constitution may (subject to clause 117) be altered by resolution of the members passed at a members’ meeting (subject to achieving the two thirds majority referred to in clause 49) or by way of a written resolution of the members.

117 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

## **Interpretation**

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- 118 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 118.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 118.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 118.1 above.
- 119 In this constitution: -
- 119.1 “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;
  - 119.2 “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.
  - 119.3 “Old Scottish Cave Rescue Organisation” means the organisation maintained by the trustees in the Deed of Declaration of Trust by Alan Lawrence Jeffreys and others dated Fourteenth and registered for preservation in the Books of Council and Session Twenty third, both days of March Nineteen Eighty Nine.
  - 119.4 “Proxy notice” has the meaning given in clause 53.