



**CONSTITUTION OF KIRKCALDY FOODBANK**

**(as amended on 8 June 2021)**

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## **GENERAL**

### **Type of organisation**

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

### **Scottish principal office**

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

### **Name**

- 3 The name of the organisation is 'Kirkcaldy Foodbank'.

### **Purposes**

- 4 The purposes of Kirkcaldy Foodbank's establishment and operations are the prevention and relief of food poverty in the Kirkcaldy area, the advancement of citizenship/community development and the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage in ways including :-

4.1. the provision of food to those identified as being in need of the services of the Foodbank;

4.2. working with other local and national organisations to ensure those in food poverty and other disadvantaged people have access to the appropriate information to enable them to explore ways to make improvements to their life conditions and alleviate the hardship they are suffering or prevent any future hardship; *and*

4.3. working with other agencies to ensure those in food poverty and other disadvantaged people, armed with the appropriate information, have guidance and support to allow them to be proactive in improving their life conditions and alleviate the hardship they are suffering or prevent any future hardship.

### **Powers**

- 5 Kirkcaldy Foodbank has power to do the following in the pursuit of its purposes as detailed in clause 4 :-

5.1 to make such rules and procedures as are necessary in the day-to-day operation of the Foodbank;

5.2 to appoint and convene advisory committees and working groups;

5.3 write, print, reproduce and circulate such papers, books, pamphlets, press briefings or newsletters used to raise awareness and in the furtherance of the Foodbank's purposes (these documents can be circulated free of charge or for payment);

5.4 carry out independent research and investigations and publish the results of this work as and when it is deemed to be appropriate with due sensitivity to confidentiality;

5.5 arrange and hold exhibitions, meetings, seminars and open days/evenings to raise awareness of the organisation or in furtherance of its purposes;

### **Other Agencies and Organisations**

5.6 work with any other appropriate organisations to help facilitate access to services that Kirkcaldy Foodbank clients require or could benefit from in order to alleviate the hardship they are experiencing;

5.7 work with any other appropriate organisations to promote the Foodbank to the general public;

5.8 assist with and/or promote the research and investigations of others and publish the results of this work as and when it is deemed to be appropriate with due sensitivity to confidentiality;

5.9 collaborate by way of partnership or joint venture with other organisations with similar purposes, in mutual furtherance of these purposes (the nature and specifics of which will be detailed in a memorandum of understanding);

5.10 enter into contracts or agreements with any person or organisation in pursuit of Kirkcaldy Foodbank's purposes;

### **Volunteers, employees and engaging services**

5.11 engage the services of volunteers to assist in carrying out the work of the Foodbank, reimbursing expenses they incur where appropriate;

5.12 employ and pay staff as is required to supervise, coordinate or carry on the work of the organisation and dismiss the employee(s) should circumstances dictate;

5.13 engage with or employ professional and/or technical advisors to assist with the management of the Foodbank, with reasonable remuneration being paid for these services where appropriate;

### **Finance and property**

5.14 open and hold a bank account in the name of Kirkcaldy Foodbank in order to receive and make payments in furtherance of the Foodbank's purposes;

5.15 accept any donation, bequest or property;

5.16 purchase and maintain insurance of any nature deemed appropriate to the Foodbank's needs;

5.17 indemnify and reimburse members from Kirkcaldy Foodbank's funds any expenses or liabilities which they reasonably and necessarily incur with relation to carrying out the Foodbank's work;

5.18 make applications for and secure grants from public bodies, charitable institutions, voluntary organisations or from any other organisations in order to fund the furtherance of the Foodbank's purposes;

5.19 monitor and release funds, at the discretion of the charity trustees;

5.20 purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary in the Foodbank's pursuit of its purposes and maintain and alter any buildings necessary for the work of the Foodbank and make regulations for the management of any property;

5.21 sell, let or mortgage, dispose of or turn to account any of the property or assets of Kirkcaldy Foodbank (subject to such consents and restraints dictated by law);

*and/or*

5.22 any other lawful things as are necessary in pursuit of the purposes detailed in clause 4.

No part of the income or property of Kirkcaldy Foodbank may be paid or transferred (directly or indirectly) to the members – either in the course of the Foodbank's existence or on dissolution – except where this is done in direct furtherance of the Foodbank's charitable purposes.

### **Liability of members**

- 6 The members of Kirkcaldy Foodbank 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.
- 7 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; 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 Kirkcaldy Foodbank consists of :-
  - 8.1 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; *and*
  - 8.2 the BOARD - who hold regular meetings, and generally control the activities of the Foodbank; for example, the board is responsible for monitoring and controlling the Foodbank's financial position.
- 9 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS Qualifications for membership** 10 Membership is open to :-

10.1 any individual aged 16 or over who wishes to be involved in or has an interest in the work being carried out by Kirkcaldy Foodbank;

10.2 any individual who has been nominated for membership by an unincorporated body involved in or with an interest in the work carried out by the Foodbank; *and*

10.3 any corporate body involved in or with an interest in the work carried out by this Foodbank.

11 No more than one individual nominated under paragraph 10.2 or 10.3 from each organisation may be a member of the Foodbank at any given time.

12 Employees of the Foodbank are not eligible for membership.

### **Application for membership**

13 Any person or organisation who wishes to become a member must sign a written application for membership; in the case of an application under paragraph 10.2, the application must be signed by an appropriate office bearer of the unincorporated body which nominate him/her for membership. In the case of an application under paragraph 10.3, the application must be signed by an appropriate officer of that corporate body.

14 An application for membership received by Kirkcaldy Foodbank will be considered by the board at the next meeting.

15 The board may, at its discretion, refuse to admit any person or organisation to membership should the board feel that their membership would compromise the objectives of the Foodbank or should the applicant present a conflict of interest that would make their membership inappropriate.

16 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/it to membership.

### **Membership subscription**

17 No membership subscription will be payable by any member.

### **Register of members**

18 The board must keep a register of members, setting out

18.1 for each current member :-

18.1.1 his/her/its full name and address;

18.1.2 the date on which he/she/it was registered as a member of the organisation;  
*and*

18.1.3 (in the case of an individual nominated under paragraph 10.2) the name of the unincorporated body which nominated him/her for membership;

18.2 for each former member - for at least six years from the date on he/she/it ceased to be a member :-

18.2.1 his/her/its name; *and*

18.2.2 the date on which he/she/it ceased to be a member.

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

19.1 which arises from a resolution of the board or a resolution passed by the members of the Foodbank; *or*

19.2 which is notified to the Foodbank.

20 If a member or charity trustee of Kirkcaldy Foodbank 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.

### **Withdrawal from membership**

21 Any person or body who wants to withdraw from membership must give a written notice of withdrawal to the Foodbank, signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that body. He/she/it will cease to be a member as from the time when the notice is received by Kirkcaldy Foodbank.

22 An unincorporated body that has nominated an individual for membership may withdraw its nomination at any time by written notice to the Foodbank to that effect, signed by an appropriate officer of that body; on receipt of the notice by the Foodbank, the individual in question shall automatically cease to be a member of Kirkcaldy Foodbank.

### **Transfer of membership**

23 Membership of Kirkcaldy Foodbank may not be transferred by any member.

### **Re-registration of members**

24 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Foodbank, 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 or by e-mail) that he/she/it wishes to remain as a member of the Foodbank before the expiry of the 28-day period referred to in clause 24, the board may expel him/her/it 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 or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed :-
- 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; *and*
  - 27.2 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 MEETINGS**

- 28 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28, an AGM does not need to be held during the calendar year in which Kirkcaldy Foodbank is formed; but the first AGM must still be held within 15 months of the date of the Foodbank's formation.
- 31 The business of each AGM must include :-
- 31.1 a report by the chair on the activities of the Foodbank;
  - 31.2 consideration of the annual accounts of the Foodbank; *and*
  - 31.3 the election/re-election of charity trustees, as referred to in clauses 62 to 70.
- 32 The board may arrange a special members' meeting at any time.

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

- 33 The board must arrange a special members' meeting if they are requested to do so by a notice, which may take the form of two or more documents in the same terms, each signed by one or more members (in the case of a member which is a corporate body signed by an appropriate officer of that body); by members who amount to 5% or more of the total membership of the Foodbank at the time, providing:-
- 33.1 the notice states the purposes for which the meeting is to be held; *and*
  - 33.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 34 If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

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

- 35 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 36 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; *and*
- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); *or*
  - 36.2 in the case of any other resolution falling within clause 47 (requirement for two thirds majority) must set out the exact terms of the resolution.

- 37 The reference to “clear days” in clause 35 shall be taken to mean that, in calculating the period of notice,
- 37.1 the day after the notices are posted (or sent by e-mail) should be excluded; *and*
  - 37.2 the day of the meeting itself should also be excluded.
- 38 Notice of every members' meeting must be given to all the members of Kirkcaldy Foodbank 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.
- 39 Any notice which requires to be given to a member under this constitution must be: -
- 39.1 sent by post to the member, at the address last notified by him/her/it to the Foodbank; *or*
  - 39.2 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the Foodbank.

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

- 40 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 40A A members' meeting may take place in person or by approved electronic means as the trustees see fit.
- 41 The quorum for a members' meeting is one third of registered members, present in person or (in the case of members which are corporate bodies) present via their authorised representatives.
- 42 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.
- 43 The chair of Kirkcaldy Foodbank should act as chairperson of each members' meeting. If the chair cannot attend the vice-chair shall act as chairperson in the chair's absence.
- 44 If the chair or vice-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**

- 45 Every member has one vote, which must be given personally or (in the case of a member which is a corporate body) given via its authorised representative present at the meeting.
- 46 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members meetings; he/she will then be entitled to exercise the same powers

on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of Kirkcaldy Foodbank.

47 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 51):-

47.1 a resolution amending the constitution;

47.2 a resolution expelling a person from membership under clause 27;

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

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

47.5 a resolution to the effect that all of the Foodbank's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);

47.6 a resolution for the winding up or dissolution of Kirkcaldy Foodbank.

48 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.

49 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting and entitled to vote) ask for a secret ballot.

50 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

### **Written resolutions by members**

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

### **Minutes**

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

53 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.

54 The board shall make available copies of the minutes referred to in clause 52 to any member of the public requesting them.

- 55 The board may exclude from any copy of minutes made available to a member of the public any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of Kirkcaldy Foodbank or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

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

- 56 The maximum number of charity trustees is 20; out of that, no more than 4 shall be charity trustees who were co-opted under the provisions of clause 70 and 71.
- 57 The minimum number of charity trustees is 4.

### **Eligibility**

- 58 A person will not be eligible for election or appointment to the board unless he/she is a member of Kirkcaldy Foodbank or has been nominated for election/appointment to the board by a member which is a corporate body. A person appointed to the board under clause 70 and 71 need not, however, be a member.
- 59 A person will not be eligible for election or appointment to the board if he/she is: -
- 59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 59.2 an employee of the Foodbank.

### **Initial charity trustees**

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

### **Election, retiral, re-election**

- 61 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 59) to be a charity trustee.
- 62 The board may at any time appoint any member (unless he/she is debarred from membership under clause 59) to be a charity trustee.
- 63 A member which is a corporate body may (subject to clause 64) nominate any individual for election/appointment to the board; he/she will then be deemed to be a member of the Foodbank for the purposes of clauses 61 and clause 62.
- 64 No more than one individual nominated under clause 63 by each corporate member may serve as a charity trustee at any given time.
- 65 Subject to any termination of office as detailed in clause 72, the board shall remain the same for the first two years of Kirkcaldy Foodbank's existence. At the second AGM, one

third (to the nearest round number) of the original charity trustees shall retire from office; the question of which of them is to retire shall be determined by some random method. At the third AGM a further third of the original charity trustees shall retire from office; the question of which of them is to retire, again, shall be determined by the same random method. At the fourth AGM the final third of the original charity trustees shall retire from

office. This clause applies only to those members appointed under clauses 61 and 62 and not co-opted charity trustees.

- 66 With the exception of the charity trustees whose term in office is dictated by clause 65, a person who has served on the board for a period of three years shall automatically vacate office on expiry of that three year period.

For the purposes of Clause 66 :-

66.1 the period from the date of the formation of Kirkcaldy Foodbank to the first annual general meeting shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);

66.2 the period between the date of appointment of a charity trustee and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it shall be disregarded;

66.3 the period between one annual general meeting and the next shall be deemed to be a period of one year;

66.4 if a charity trustee ceases to hold office but is reappointed to that office within a period of six months, he/she shall be deemed to have held office as a charity trustee continuously.

- 67 At each AGM (other than the first) any charity trustee appointed under clause 62 during the period since the proceeding AGM shall retire from office.

- 68 A charity trustee retiring at an AGM will be deemed to have been re-elected (subject to clause 65 and 66) unless: -

68.1 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*

68.2 an election process was held at the AGM and he/she was not among those elected/reelected through that process; *or*

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

### **Appointment/re-appointment of co-opted charity trustees**

- 70 In addition to their powers under clause 62, the board may at any time appoint any nonmember of Kirkcaldy Foodbank to be a charity trustee (subject to clause 56) either on the basis that he/she has been nominated by a body with which the Foodbank has close

contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.

- 71 At each AGM, all of the charity trustees appointed under clause 70 shall retire from office but shall then be eligible for re-appointment under that clause.

### **Termination of office**

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

- 72.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 72.2 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 or a period of three months for office-bearers;
- 72.3 he/she (in the case of a charity trustee elected/appointed as individuals or representatives of a unincorporated organisation) ceases to be a member of the Foodbank or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the organisation;
- 72.4 he/she becomes an employee of the Foodbank;
- 72.5 he/she gives the Foodbank a notice of resignation, signed by him/her;
- 72.6 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;
- 72.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 84);
- 72.8 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*
- 72.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

- 73 A resolution under paragraphs 72.7, 72.8 or 72.9 shall be valid only if: -

- 73.1 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;
- 73.2 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*

73.3 (in the case of a resolution under paragraph 72.7 or 72.8) 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**

74 The board must keep a register of charity trustees, setting out

74.1 for each current charity trustee:74.1.1 his/her full name and address;

74.1.2 the date on which he/she was appointed as a charity trustee;

74.1.3 the name of the corporate member which nominated each charity trustee (if applicable); *and*

74.1.4 any office held by him in the organisation

74.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:74.2.1 the name of the charity trustee;

74.2.2 any office held by him/her in the organisation; *and*

74.2.3 the date on which he/she ceased to be a charity trustee.

75 The board must ensure that the register of charity trustees is updated within 28 days of any change :-

75.1 which arises from a resolution of the board or a resolution passed by the members of Kirkcaldy Foodbank; *or*

75.2 which is notified to the Foodbank.

76 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 Foodbank, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jepordise

77 the safety or security of any person or premises.

### **Office-bearers**

77 The charity trustees must elect (from among themselves) a chair, a vice-chair, a treasurer and a secretary.

78 In addition to the office-bearers required under clause 77, the charity trustees may elect (from among themselves) further office-bearers if they consider it to be appropriate.

79 All of the office-bearers will cease to hold office at the conclusion of each A.G.M, but may then be re-elected.

80 A person elected to any office will automatically cease to hold that office: -

- 80.1 if he/she ceases to be a charity trustee; *or*
- 80.2 if he/she gives the Foodbank a notice of resignation from that office, signed by him/her.

### **Powers of board**

- 81 Except where this constitution states otherwise, Kirkcaldy Foodbank (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Foodbank.
- 82 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 83 The members may, by way of a resolution passed in compliance with clause 47 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

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

- 84 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of Kirkcaldy Foodbank; and, in particular, must :-
  - 84.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 84.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 84.3 in circumstances giving rise to the possibility of a conflict of interest between the Foodbank and any other party
    - 84.3.1 put the interests of the Foodbank before that of the other party;
    - 84.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Foodbank and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question; *and*
  - 84.4 ensure that Kirkcaldy Foodbank complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 85 In addition to the duties outlined in clause 84, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring :-
  - 85.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; *and*
  - 85.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.



- 86 Provided he/she has declared his/her interest - and has not voted on the question of whether or not Kirkcaldy Foodbank 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 101 and 102, 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.
- 87 No charity trustee may serve as an employee (full time or part time) of the Foodbank; and no charity trustee may be given any remuneration by the Foodbank for carrying out his/her duties as a charity trustee.
- 88 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**

- 89 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.
- 90 The code of conduct referred to in clause 89 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

## **DECISION-MAKING BY THE CHARITY TRUSTEES Notice of board meetings**

- 91 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 92 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 it inappropriate.

### **Procedure at board meetings**

- 93 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is one half of appointed charity trustees, present in person.
- 94 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 93, 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.
- 95 The chair of Kirkcaldy Foodbank should act as chairperson of each board meeting. If the chair cannot attend the vice-chair shall act as chairperson in the chair's absence.
- 96 If the chair or vice-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.
- 97 Every charity trustee has one vote, which must be given personally.
- 98 All decisions at board meetings will be made by majority vote.
- 99 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.
- 100 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.
- 101 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 Kirkcaldy Foodbank; he/she must withdraw from the meeting while an item of that nature is being dealt with. 102 For the purposes of clause 101: -
- 102.1 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;
- 102.2 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**

- 103 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 104 The minutes to be kept under clause 103 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 105 The board shall (subject to clause 104) make available copies of the minutes referred to in clause 103 to any member of the public requesting them.
- 106 The board may exclude from any copy of minutes made available to a member of the public under clause 105 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of Kirkcaldy Foodbank or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

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

- 107 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.
- 108 The board may also delegate to the chair of the Foodbank (or the holder of any other post) such of their powers as they may consider appropriate.
- 109 When delegating powers under clause 107 or 108, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 110 Any delegation of powers under clause 107 or 108 may be revoked or altered by the board at any time.
- 111 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**

- 112 Subject to clause 113, 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 Kirkcaldy Foodbank.
- 113 Where the Foodbank 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 112.

## **Accounting records and annual accounts**

- 114 The board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
- 115 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 Winding-up**

- 116 If Kirkcaldy Foodbank 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.
- 117 Any surplus assets available to the Foodbank 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**

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

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

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

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

120.2 any statutory instrument issued in pursuance of that Act or in pursuance

of any statutory provision falling under paragraph 120.1 above. 121 In this constitution: -

121.1 "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;

121.2 "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.