

CONSTITUTION OF The Ridge SCIO (SCO47116)

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 (referred to below as the “SCIO”) is ‘The Ridge (SCIO)’

Purposes

- 4 The SCIO’s purpose is to benefit the community of Dunbar East Linton Electoral Ward (“the Community”) with the following objects:

4.1 Provision of locally-accessible support and training to disadvantaged adults and young people, with a view to improving their life chances, in particular (where appropriate) through support into employment

4.2 Provision of support to those struggling to access adequate healthy food, in particular (but not exclusively) young families

but only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

Powers

- 5 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

- 6 In particular, (but without limiting the range of powers available under the Charities and Trustee Investment (Scotland) Act 2005) the SCIO has power:

6.1 to register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;

6.2 to exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;

6.3 to exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016; and

6.4 to make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

14 The Ridge SCIO has association with a number of CICs which share the aims and purposes of The Ridge SCIO. These organisations, known for the purposes of this document as 'The Ridge CICs' are:-

14.1 The Ridge (Scotland)

14.2 The Ridge Foundations

14.3 The Ridge Cafe

MEMBERS

Categories of members

15 For the purposes of this constitution:-

- (a) "Ordinary Member" means a member who fulfils the qualifications set out in clause 18; "Ordinary Membership" shall be interpreted accordingly;
- (b) "Associate Member" means a member admitted under clause 19 (as read with clause 20); "Associate Membership" shall be interpreted accordingly;
- (c) "Junior Member" means a member admitted under clause 21; "Junior Membership" shall be interpreted accordingly

16 Associate Members and Junior Members are not eligible to stand for election to the Board nor are they eligible to vote at any members' meeting.

Qualifications for membership

17 The members of the SCIO shall consist of those individuals who made the application for registration of the SCIO and such other individuals and organisations as are admitted to membership under clauses 18 to 23.

18 Ordinary Membership shall (subject to clauses 23, 24 and 28) be open to any individual aged 16 years or over who:

- (a) is ordinarily resident in the Community (as defined in clause 4);
- (b) is (or would be subject to age) entitled to vote at a local government election in a polling district that includes the Community or part of it; and
- (c) supports the objects and activities of the SCIO.

19 Associate Membership shall (subject to clauses 23, 24, 25, and 26) be open to:-

19.1 individuals who are not ordinarily resident in the Community

19.2 and (subject to clause 20) to organisations (wherever they have their principal office or place of business or main area of operation) that support the purposes and activities of the SCIO.

19.3 And persons employed by either The Ridge Scio or associated CICs

immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Clause 31 or 32 or has previously been a member of the organisation and continues to be excluded from membership by virtue of Clause 42 or 43, and inform the applicant of the board's decision.

Minimum number of members

- 31 The minimum number of members is 20; and at least 50% of the members must, at all times, be Ordinary Members.
- 32 In the event that either or both of the requirements under clause 31 cease to be met through a reduction in the number of members or a reduction in the proportion of Ordinary Members included within the membership, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Membership subscription

- 33 Members shall not be required to pay a membership subscription, unless and until otherwise determined by a resolution passed by majority vote at a members' meeting.

Arrangements involving the SCIO's website

- 34 The charity trustees may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership by accessing the SCIO's website (and, where applicable, links from the SCIO's website), and completing and submitting forms electronically; the charity trustees shall ensure that any such arrangements incorporate appropriate security measures and reserve the right for the SCIO to request signed hard copy documentation and/or evidence of eligibility in any case where the charity trustees consider that to be appropriate.

Register of members

- 35 The board must keep a register of members, setting out
 - 35.1 for each current member:
 - 35.1.1 his/her/its full name and address;
 - 35.1.2 the date on which he/she/it was registered as a member of the SCIO; and
 - 35.1.3 the category of membership into which he/she/it falls.
 - 35.2 for each former member - for at least six years from the date on which he/she/it ceased to be a member:
 - 35.2.1 his/her/its name; and
 - 35.2.2 the date on which he/she/it ceased to be a member.
 - 39.3 The register may be kept electronically, however, a hard copy shall also be retained.
- 36 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against his/her name in the

- (c) in the case of an individual admitted to associate membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 44 The board shall arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 45 The gap between one AGM and the next must not be longer than 15 months.
- 46 Notwithstanding clause 44, an AGM does not need to be held during the calendar year in which the SCIO is formed; but the first AGM must still be held within 15 months of the date on which the SCIO is formed.
- 47 The business of each AGM must include:-
- 47.1 a report by the chair on the activities of the SCIO;
 - 47.2 consideration of the annual accounts of the SCIO;
 - 47.3 the election/re-election of charity trustees, as referred to in clauses 92 - 97.
- 48 The board may arrange a special members' meeting at any time.

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

- 49 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 30% or more of the total membership of the SCIO at the time, providing:
- 49.1 the notice states the purposes for which the meeting is to be held; and
 - 49.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.
- 50 If the board receive a notice under clause 49, the date for the meeting which the Board 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

- 51 At least 21 clear days' notice must be given of any AGM or any special members' meeting.
- 52 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 52.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

Voting at members' meetings

- 64 Every Ordinary Member has one vote, which may be given (whether or a show of hands or on a secret ballot) either personally or by proxy.
- 65 For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at members' meetings.
- 66 Any Ordinary Member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting (or adjourned meeting):-
- 66.1 must give to the SCIO a proxy form (in such terms as the board requires), signed by him/her; or
- 66.2 must send by electronic means to the SCIO at such electronic address as may have been notified to the members for that purpose, a proxy form (in such terms as the board requires);
- providing (in either case) the proxy form is received by the SCIO at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 67 In calculating the 48-hour period referred to in clause 66, no account shall be taken of any part of a day that is not a working day.
- 68 An instrument of proxy which does not comply with the provisions of clause 66, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 69 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 70 A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting; and need not be a member of the SCIO.
- 71 For the avoidance of doubt Associate & Junior members, and persons under the age of 16 may not wield a proxy vote
- 72 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the SCIO at the SCIO's principal office (or, where sent by electronic means, was received by the SCIO at the address notified by the SCIO to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 73 An Associate Member which is a corporate body shall be entitled to appoint an individual to attend and speak at any members' meeting as its authorised representative.
- 74 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 75.
- 75 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

- 84 Where a request for a copy of minutes is made under clause 83, the SCIO may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

BOARD

Categories of charity trustee

- 85 In this constitution:
- 85.1 “Member Trustee” means a charity trustee (drawn from the membership of the SCIO) elected/appointed under clauses 92 to 97;
 - 85.2 “Co-opted Trustee” means a (non-member) charity trustee appointed by the board under clauses 98 to 99.
 - 85.3 “CIC Trustee” means a charity trustee appointed by one of ‘The Ridge CICs’ to represent that CIC.

Number of charity trustees

- 86 The maximum number of charity trustees is 10 out of that number:
- 86.1 no more than 2 shall be Co-opted Trustees.
 - 86.2 No more than 2 shall be Associate members
 - 86.3 No more than 3 shall be ‘CIC Trustees’, of which no more than one shall represent any individual one of ‘The Ridge CICs’.
- 87 At any given time, charity trustees who are also Ordinary Members must form a majority of the total number of charity trustees in office.
- 88 The minimum number of charity trustees shall be 6 of whom a majority must be Member Trustees.

Eligibility

- 89 A person shall not be eligible for election/appointment as a Member Trustee unless he/she is an Ordinary Member of the SCIO; a person appointed as a Co-opted Trustee need not, however, be a member of the SCIO.
- 90 A person will not be eligible for election or appointment as a charity trustee if he/she is: -
- 90.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 90.2 an employee of the SCIO or the Ridge CICs

Initial charity trustees

- 91 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the SCIO shall be deemed to have been appointed by the

- 100.3 (in the case of a Member Trustee) he/she ceases to be a member of the SCIO;
 - 100.4 he/she becomes an employee of the SCIO or associated CICs;
 - 100.5 he/she gives the SCIO a notice of resignation, signed by him/her;
 - 100.6 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;
 - 100.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 121);
 - 100.8 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
 - 100.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 101 A resolution under paragraph 100.7, 100.8 or 100.9 shall be valid only if: -
- 101.1 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;
 - 101.2 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
 - 101.3 (in the case of a resolution under paragraph 100.7 or 100.8) 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

- 102 The board must keep a register of charity trustees, setting out
- 102.1 for each current charity trustee:
 - 102.1.1 his/her full name and address;
 - 102.1.2 the date on which he/she was appointed as a charity trustee; and
 - 102.1.3 any office held by him/her in the SCIO;
 - 102.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 102.2.1 the name of the charity trustee;
 - 102.2.2 any office held by him/her in the SCIO; and
 - 102.2.3 the date on which he/she ceased to be a charity trustee.

- 113 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the SCIO; and, in particular, must:-
- 113.1 seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes (as set out clause 4);
 - 113.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 113.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
 - 113.3.1 put the interests of the SCIO before that of the other party;
 - 113.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 113.4 ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 114 In addition to the duties outlined in clause 113, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 114.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 114.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 115 A charity trustee who has a personal interest in any transaction or other arrangement which the SCIO is proposing to enter into, must declare that interest at a board meeting; he/she will be debarred (under clause 136) from voting on the question of whether or not the SCIO should enter into that arrangement.
- 116 For the purposes of the preceding clause, a charity trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member (or any other party who/which is deemed to be connected with him/her), has a personal interest in that arrangement.
- 117 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the SCIO in which he/she has a personal interest; and (subject to clause 118 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.
- 118 Where a charity trustee provides services to the SCIO or might benefit from any remuneration paid to a connected party for such services, then:

- 128 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 125, 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.
- 129 The chair of the SCIO should act as chairperson of each board meeting.
- 130 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.
- 131 Every charity trustee has one vote, which must be given personally.
- 132 All decisions at board meetings will be made by majority vote.
- 133 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will (subject to clause 134) be entitled to a second (casting) vote.
- 134 A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
- 135 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.
- 136 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 SCIO; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 137 For the purposes of clause 136: -
- 137.1 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;
- 137.2 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.
- 138 A charity trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 139 The SCIO may, by majority vote, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of clauses 135 to 137.

Minutes

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

ADMINISTRATION

Delegation to sub-committees

- 144 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.
- 145 The board may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
- 146 When delegating powers under clause 144 or 145, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 147 Any delegation of powers under clause 144 or 145 may be revoked or altered by the board at any time.
- 148 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

- 149 Subject to clause 150, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the SCIO; at least one out of the two signatures must be the signature of a charity trustee.
- 150 Where the SCIO uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 149.

Secretary

- 151 The board may appoint a secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the secretary, and the such conditions of appointment shall be as determined by the board; the secretary may be removed by them at any time.

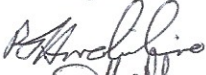
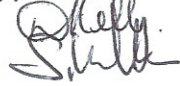
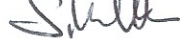

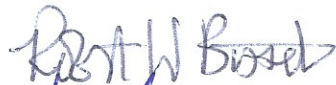

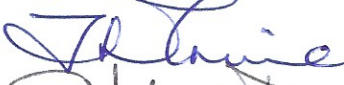
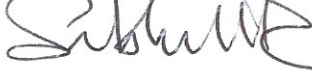
Accounting records and annual accounts

- 152 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 153 The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or places as the board think fit and shall always be available for inspection by the board.
- 154 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.
- 155 No member shall (unless he/she is a charity trustee) have any right of inspecting any accounting or other records, or any document of the SCIO, except as conferred by statute or authorised by a resolution passed at a meeting of the members of the SCIO.

“charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;

- 161.2 “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;
- 161.3 “community body” means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015);
- 161.4 “OSCR” means the Office of the Scottish Charity Regulator;
- 161.5 “Part 3A community body” means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);
- 161.6 “Part 5 community body” means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
- 161.7 “sustainable development” means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.

Approved by:-

Name	Position	Signature	Date
K. AMABILINO	CHAIR Director		17 th Dec 2019
D. KENT	TRUSTEE		12/12/2019
S. KILLICK	TRUSTEE		12/12/2019
M. INGLIS	TRUSTEE		12/12/2019
RWBISSET	SECRETARY		12.12.19
L. ROSS	Trustee		17.12.19
J. IRVINE	TRUSTEE		17.12.19
S. DUNN	TRUSTEE		14.01.20