

CONSTITUTION

of the

**DORNOCH HERITAGE SCOTTISH CHARITABLE INCORPORATED
ORGANISATION**

(DHSCIO)

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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 Dornoch Heritage SCIO

Purposes

- 4 The organisation's purposes are:
 - 4.1 The advancement of education;
 - 4.2 The advancement of heritage and culture;

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.

Liability of members

- 7 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.
- 8 The members and charity trustees (clause 10) 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

- 9 The structure of the organisation consists of:-
- 9.1 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;
 - 9.2 the HONORARY MEMBERS, nominated for exceptional services in the furtherance of the purposes of the organisation and approved in accordance with clause 40 at an Annual General Meeting, who shall retain the full rights of a member but for their lifetime shall be exempt from payment of an annual subscription
 - 9.3 the BOARD - which holds regular meetings, and generally controls the activities of the organisation; for example, the Board is responsible for monitoring and controlling the financial position of the organisation.
 - 9.4 two sub committees, the Dornoch Heritage Society and the Historylinks Museum, with delegated powers under clauses 95 and 102, to pursue the organisation's purposes under clauses 104 and 105.
- 10 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Membership is open to any individual aged 16 or over who is interested in furthering the aims and activities of the organisation, and who has paid a valid annual subscription.
- 12 The Historylinks Museum Curator and Museum Manager, as annual contract employees of the organisation, are the only employees eligible for membership.

Application for membership

- 13 Any person who wishes to become a member must submit a written and signed application for membership, together with a remittance to meet the annual subscription.
- 14 The Board may, at its discretion, refuse to admit any person to membership, in which case the Board shall return, to the applicant, the remittance lodged by him/her under clause 13.

Membership subscription

15 With the exception of Honorary Members, an annual membership subscription will be payable, the level of which shall be determined by the members at the Annual General Meeting.

15.1 The annual membership subscription shall be payable on or before 1st September in each year.

15.2 If the membership subscription payable by any member remains outstanding for more than eight weeks after the date on which it fell due, and providing that he/she has been given at least one written reminder, his/her membership will lapse. At its discretion the Board may withhold action in exceptional circumstances, such as incapacitating illness or prolonged and unavoidable absence from home.

15.3 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

16. The Board must keep a register of members, setting out

16.1 for each current member:

16.1.1 his/her full name and last known address; and

16.1.2 the date on which he/she was registered as a member of the organisation;

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

16.2.1 his/her name; and

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

17. The Board must ensure that the register of members is updated within 28 days of any change:

17.1 which arises from a resolution of the Board or a resolution passed by the members of the organisation; or

17.2 which is notified to the organisation.

18. If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

19. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Expulsion from membership

21. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
 - 21.1 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;
 - 21.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

22. The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
23. The gap between one AGM and the next must not be longer than 15 months.
24. Notwithstanding clause 22, 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.
25. The business of each AGM must include:-
 - 25.1 a report by the Chair on the activities of the organisation, followed by reports from each of the sub-committees.

- 25.2 consideration of the annual accounts of the organisation.
 - 25.3 the election/re-election of charity trustees, as referred to in clauses 54 to 57.
 - 25.4 determination of the level of the annual subscription.
 - 25.5 the election of sub-committees, as referred to in clauses 98 and 99.
26. The Board may arrange a special members' meeting at any time.

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

27. The Board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 27.1 the notice states the purposes for which the meeting is to be held; and
 - 27.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
28. If the Board receives a notice under clause 27, the date for the meeting which it arranges in accordance with the notice must not be later than 28 days from the date on which it received the notice.

Notice of members' meetings

29. At least 14 clear days' notice must be given of any AGM or any special members' meeting. The notice may be given in writing or in the form of e-mail or other electronic communication.
30. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 30.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 30.2 in the case of any other resolution falling within clause 41 (requirement for two-thirds majority) must set out the exact terms of the resolution.
31. The reference to "clear days" in clause 29 shall be taken to mean that, in calculating the period of notice,

- 31.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 31.2 the day of the meeting itself should also be excluded.
- 32. Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 33. Any notice which requires to be given to a member under this constitution must be: -
 - 33.1 sent by post to the member, at the address last notified by him/her to the organisation; *or*
 - 33.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

- 34. No valid decisions can be taken at any members' meeting unless a quorum is present.
- 35. The quorum for a members' meeting is 15 members, present in person.
- 36. 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.
- 37. The Chair of the organisation should act as Chairperson of each members' meeting.
- 38. 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

- 39. Every member has one vote, which must be given personally.
- 40. All decisions at members' meetings will be made by a simple majority vote - with the exception of the types of resolution listed in clause 41.

41. 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 45):
- 41.1 a resolution amending the constitution;
 - 41.2 a resolution expelling a person from membership under clause 21;
 - 41.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 41.4 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);
 - 41.5 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);
 - 41.6 a resolution for the winding up or dissolution of the organisation.
42. 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.
43. 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.
44. 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

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

Minutes

46. The Board must ensure that proper minutes are kept in relation to all members' meetings.
47. 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.

48. The Board shall make available the latest copy of the Board minutes on the SCIO page of the Historylinks website but this copy may exclude confidential material to the extent permitted under clause 94.

BOARD

Number of charity trustees

49. The maximum number of charity trustees who are members of the organisation is six.
50. The minimum number of charity trustees who are members of the organisation is three.

Eligibility

51. A person will not be eligible for election or appointment to the Board unless he/she is a member of the organisation; a person appointed to the Board under clause 58 need not, however, be a member of the organisation.
52. A person will not be eligible for election or appointment to the Board if he/she is: -
- 52.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 52.2 an employee of the organisation.

Initial charity trustees

53. 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 until the following AGM, when they will all retire and be eligible for election under clause 54.

Election, retiral, re-election

54. At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 51) to be a charity trustee.
55. Subject to clause 49, the Board may at any time appoint any member (unless he/she is debarred from membership under clause 51) to be a charity trustee.
56. At each AGM, one of the charity trustees must retire from office, but may then be re-elected under clause 54. The charity trustee required to retire under this clause will be determined by an appropriate random method.

57. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 57.1 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
 - 57.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 57.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
58. In addition to its powers under clause 55, the Board may, at any time, appoint any member of the organisation to be a charity trustee (subject to clause 49), either on the basis that he/she has been nominated by the Highland Council (or any successor body which assumes local government responsibility), or on the basis that he/she has specialist experience and/or skills which could be of assistance to the Board.
59. At each AGM, all of the charity trustees appointed under clause 58 shall retire from office, but shall be eligible for re-appointment under that clause.

Termination of office

60. A charity trustee will automatically cease to hold office if: -
- 60.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 60.2 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;
 - 60.3 he/she ceases to be a member of the organisation;
 - 60.4 he/she becomes an employee of the organisation;
 - 60.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 60.6 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;
 - 60.7 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 77);

- 60.8 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
- 60.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 61. A resolution under clause 60.7, 60.8 or 60.9 shall be valid only if: -
 - 61.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 61.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 61.3 (in the case of a resolution under clauses 60.7 or 60.8) 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

- 62. The Board must keep a register of charity trustees, setting out
 - 62.1 for each current charity trustee:
 - 62.1.1 his/her full name and address;
 - 62.1.2 the date on which he/she was appointed as a charity trustee; and
 - 62.1.3 any office held by him/her in the organisation;
 - 62.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 62.2.1 the name of the charity trustee;
 - 62.2.2 any office held by him/her in the organisation; and
 - 62.2.3 the date on which he/she ceased to be a charity trustee.
- 63. The Board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 63.1 which arises from a resolution of the Board or a resolution passed by the

members of the organisation; or

63.2 which is notified to the organisation.

64. If any person requests a copy of the register of charity trustees, the Board must ensure that a copy is supplied to him/her 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

65. The charity trustees must elect (from among themselves) a Chair, a Treasurer and a Secretary. If necessary a trustee may hold more than one post simultaneously.
66. In addition to the office-bearers required under clause 65, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
67. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 65 or 66.
68. A person elected to any office will automatically cease to hold that office: -
- 68.1 if he/she ceases to be a charity trustee; *or*
- 68.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of Board

69. With the exception of powers delegated to sub committees under clauses 95 and 102, the organisation (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the organisation.
70. A meeting of the Board at which a quorum (clause 81) is present may exercise all powers exercisable by the board.
71. The members may, by way of a resolution passed in compliance with clause 41 (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

72. 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:-
- 72.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 72.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 72.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 72.3.1 put the interests of the organisation before that of the other party;
 - 72.3.2 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;
 - 72.4 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.
73. In addition to the duties outlined in clause 72, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 73.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 73.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
74. 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 75 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.
75. 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.
76. 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

77. Each of the charity trustees shall comply with the established Office of the Scottish Charity Register (OSCR) 'Guidance for Charity Trustees' and any further detailed rules on conflict of interest prescribed by the board from time to time.
78. The code of conduct referred to in clause 77 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

79. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the Board.
80. 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

81. No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is three charity trustees, present in person.
82. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 81 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.
83. The chair of the organisation should act as chairperson of each Board meeting.
84. 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.
85. Every charity trustee has one vote, which must be given personally.

86. All decisions at Board meetings will be made by majority vote.
87. 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.
88. 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.
89. 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.
90. For the purposes of clause 89: -
 - 90.1 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;
 - 90.2 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

91. The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
92. The minutes to be kept under clause 91 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
93. The Board shall (subject to clause 94) make available copies of the minutes referred to in clause 91 to any member of the public requesting them.
94. The Board may exclude from any copy minutes made available to a member of the public under clause 93 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 the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

95. The Board delegates powers to two sub-committees, to pursue the purposes contained in clauses 104 and 105, including the maintenance of their own bank accounts:-

95.1 Dornoch Heritage Society

95.2 Historylinks Museum

96. A person will not be eligible for election or appointment to a sub-committee unless he/she is a member of the organisation.
97. The maximum number of the sub-committee members is eight, with a minimum number of four. The sub-committees must include at least one charity trustee, who can only serve on one sub-committee. In the event of sub-committee membership falling below four, the sub-committee may at any time appoint any member to be a sub-committee member.
98. With the exception of the appointed Board member, all sub-committee members will be subject to retirement and re-election at each AGM.
99. The termination of office, office bearers, general duties and code of conduct for each sub-committee shall be in keeping with clauses 60.2 to 60.9, 61.1 to 61.3, 65 to 68.2, 72 to 76, and 77 to 78, with substitution of "sub-committee" for "Board" and "sub-committee member" for "charity trustee".
100. The quorum for sub-committee meetings is three members present in person, and the procedure at sub-committee meetings will be in keeping with clauses 81 to 90.2, with substitution of "sub-committee" for "Board", and "sub-committee member" for "charity trustee".
101. Minutes of the sub-committee meetings produced in accordance with clause 91 to 94 must be distributed to the Chair and other members of the Board.
102. The Board delegates to the Chair of the sub-committees (or holder of any other post) such of its powers appropriate to the furtherance of the purposes of the sub-committees, with obligation to
- 102.1 report to the Board without delay on matters concerning changes in policy aligned to the purposes of the sub-committee and any significant issues.
- 102.2 consult the Board on any possible conflict with the purposes of the organisation under clause 4.
- 102.3 submit, for audit and aggregation, the sub-committees' accounts for subsequent presentation to the Board in advance of the AGM.

103. Any delegation of powers under clause 102 may be revoked or altered by the Board at any time.

Sub-committee Purposes

104. Dornoch Heritage Society

104.1 To arrange regular meetings of the Society, which may take the form of lectures, exhibitions, seminars, or any other activity that may be of interest to members.

104.2 To actively support and promote Historylinks Museum, by fund-raising, and by the provision of staff and help as may be requested.

104.3 To encourage members to undertake research relating to the heritage of Dornoch Burgh and Parish, providing appropriate assistance and support facilities.

104.4 To sponsor the publication of books, booklets and the dissemination of papers relating to the heritage of Dornoch, with any copyright being vested in the DHSCIO.

104.5 To sponsor the development of educational projects which may lead to lectures, exhibitions or other Historylinks Museum activity..

104.6 To acquire publications pertinent to the heritage of Dornoch to be held in a reference library in Historylinks Museum.

104.7 To recommend to the Board, prior to each AGM, any change in the annual subscription.

104.8 To maintain the register of members of DHSCIO.

104.9 To collect subscriptions of members on behalf of the Board.

105 Historylinks Museum

105.1 To manage and maintain a museum, known as Historylinks Museum.

105.2 To preserve the museum collection of objects, taking all measures to prevent deterioration, damage, loss, accidental destruction or unauthorised disposal of such objects.

105.3 To maintain catalogue records of the museum collection.

105.4 To review, periodically, the acquisition policy and procedures, exercising due diligence in respect of copyright.

105.5 To promote public access to the collection by exhibitions, museum displays and the maintenance of the Dornoch Historylinks Image Library website.

105.6 To promote museum activities conducive to the advancement of research, education, and the heritage of the Dornoch area.

105.7 To purchase, acquire and obtain interests in the copyright of, or the right to display or publish any material which can be used or adapted for the objects of the museum.

105.8 To initiate visual and audio material, reports, books, pamphlets and other literature which may be produced for circulation or dissemination, gratuitously or otherwise.

105.9 To produce, maintain and implement policy and procedure documents to comply with museum grant, accreditation and registration requirements.

Operation of accounts

106. Subject to clause 107, the signatures of two out of three signatories appointed by the sub-committee will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the sub-committee; at least one out of the two signatures must be the signature of a charity trustee.

107. Where the sub-committee uses electronic facilities for the operation of any bank or building society account, all transactions must be previously authorised at a sub-committee meeting or, as an expedient, by the Chair of the sub-committee.

Accounting records and annual accounts

108. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

109. The Board must prepare annual accounts for the financial year ending 31st March, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board considers 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

- 110. 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.
- 111. 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

- 112. This constitution may (subject to clause 113) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 41) or by way of a written resolution of the members.
- 113. 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

- 114. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
 - 114.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 114.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 114.1 above.
- 115. In this constitution: -
 - 115.1 "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;
 - 115.2 "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.