**Constitution of Project Theatre**

**A Scottish Charitable Incorporated Organisation**

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**General**

**Type of organisation**

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

**Scottish principal office**

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

**Name**

3 The name of the organisation is "Project Theatre"

**Purposes**

4 The organisations purposes are:

* 1. The advancement of the arts heritage, culture or science.
	2. To the advancement of young people, working predominantly but not exclusively with 7 – 18 year olds providing a supportive environment for them to engage in drama and theatre related activities.
	3. To encourage and facilitate the development of skills related to theatre and drama to enable members to achieve their full artistic potential
	4. To engage with the local community and community groups providing workshops and shows.
	5. To provide a place for people with an interest in theatre and drama to meet, make friends and have fun.
	6. To advance citizenship of young people by supporting individuals to make positive changes and become responsible citizens of the future.
	7. To teach drama and theatrical skills to the highest standard achievable by the individual.

**Powers**

5 The organisation has the power to do anything which is calculated to further its purposes or is conductive 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 organisations existence or dissolution – except where this is done in the direct furtherance of the organisations charitable purpose.

**Liability of members**

7 The members of the organisation have no liability to pay any sums to help meet the debt (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debt, members will not be held responsible.

8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

**General Structure**

9 The structure of the organisation consists of :-

* 1. the MEMBERS – who have the right to attend members meetings (including their 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.
	2. The BOARD – who hold regular meetings, and generally control the activities of the organisation; for example the board is responsible for the monitoring and controlling the financial position of the organisation.

10 The people serving on the board are referred to in this constitution as the CHARITY TRUSTEES.

**Membership**

11 Membership is open to any individual aged 16 and over and resident in Scotland.

12 Employees of the organisation are not eligible for membership.

**Application for membership**

13 Any person who wishes to become a member must sign an application for membership, along with a remittance to meet the annual membership subscription.

14 If deemed necessary the board have the right to intervene in the application process and has the right to refuse membership if any concerns have been raised. If membership has been refused then the board will return the remittance of subscription under clause 13.

15 The board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit him/her to membership.

**Membership subscription**

16 Members shall require to pay an annual membership subscription the amount of which is to be determined at the members annual general meeting.

* 1. The annual membership subscriptions shall be payable on or before 30th April each year
	2. The members may vary the amount of the annual membership or the date on which it falls due in each year, by way of a resolution to that effect passed at the AGM.
	3. If the membership subscription payable by any member remains outstanding more than 6 weeks after the date on which it fell due – and providing they have been given at least one written reminder – the board may, by resolution to that effect, expel them from membership.
	4. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

**Register of members**

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

* 1. For each current member:

17.1.1 his/her full name and address; and

17.1.2 the date on which he/she was registered as a member

* 1. for each former member -for at least 6 years from the date on which he/ceased to be a member:

17.2.1 his/her name; and

17.2.2 the date on which membership ceased

18 The board must ensure the register of membership is updated within 28 days of any change:

* 1. which arises from a resolution of the board or passed by the members of the organisation; or
	2. which is notified to the organisation.

19 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request made 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**

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

**Transfer of membership**

21 Membership of the organisation may not be transferred by a member

**Expulsion from membership**

22 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:-

* 1. at least 21 days notice of the intention to propose the resolution must be given to the members concerned, specifying the grounds for the expulsion;
	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 members**

**Members meetings**

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

24 The gap between one AGM and the next must not be longer than 18 months.

25 Not withstanding clause 23, an AGM does not need to be held during the calendar year the in which the organisation is registered; but must still be held within 18 months of the registration of the organisation.

26 The business of each AGM must include

* 1. a report by the chair on the activities of the organisation
	2. consideration of the annual accounts of the organisation
	3. the election/re-election of charity trustees, as referred to in clauses 54 – 59

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

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

28 The board must arrange a special members meeting if they are requested to do so by a notice by the members who amount to 5% or more of the total membership of the organisation at the time, providing.

* 1. the notice states the purpose for which the meeting is to be held; and
	2. those purposes are not inconsistent with the terms of the constitution, the Charities and Trustee (Investment)Scotland Act 2005 or any other statutory provision.

29 If the board receive a notice under clause 28, 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 receive the notice.

**Notice of members meetings**

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

31 The notice calling a members meeting must specify in general terms what business is to be dealt with at the meeting: and

* 1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
	2. in the case of any other resolution falling within clause 42 (requirement for two- third majority) must set out exact terms for the resolution.

32 The reference to "clear days" in clause 30 shall be taken to meant that, in calculating the period of notice,

* 1. the day after the notices are posted (or emailed) should be excluded.
	2. The day of the meeting itself should be also excluded.

33 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.

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

* 1. sent by post to the member at the address last notified by him/her to the organisation: or
	2. sent by e-mail to the member, at the email address last notified by him/her to the organisation.

**Procedure at members meetings**

35 no valid decisions can be taken at any members meeting unless a quorum is present

36 The quorum for a members meeting is 5 members, present in person

37 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 the meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.

38 The membership of the organisation will elect a representative to chair the member's meetings and communicate with the board of trustees regarding any issues.

39 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 the meeting.

**Voting at members meetings**

40 Every member has one vote which must be given personally.

41 All decisions made at members meetings will be made by majority vote – with the exceptions of those listed in clause 42.

42 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 46):

 42.1 a resolution amending the constitution

* 1. a resolution expelling a person from membership under clause 22
	2. a resolution directing the board to take any particular step (or directing the board not to take a particular step)
	3. 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)
	4. a resolution to the effect that all of the organisations 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)
	5. a resolution for winding up or dissolution of the organisation.

43 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.

44 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) ask for a secret ballet.

45 The chairperson shall 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**

46 A resolution agreed to in writing (or by email) 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**

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

48 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.

**Board**

**Number of charity trustees**

49 The maximum number of trustees is 11, out of that, no more than 2 shall be charity trustees who were co-opted under the provisions of clauses 59 and 60

50 The minimum number of trustees is 3

**Eligibility**

51 A person will not be eligible for election of appointment (under clauses 54-59) to the board unless he/she is a member of the organisation: a person appointed to the board under clause 60 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:-

* 1. Disqualified from being a charity trustee under the charity and trustee investment (Scotland) act 2005; or
	2. an employee of the organisation

**Initial charity trustees**

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

**Election, 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 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 Retiral of trustees

* 1. At the first AGM, one third (to the nearest number) of charity trustees (disregarding for this purpose those appointed under clause 60, co-opted trustees) shall retire from office; the question of which of them to retire shall be determined by some random method.
	2. At each AGM (other than the first)
		1. Any charity trustees appointed under clause 55 during the period since the preceding AGM shall retire from office.
		2. Out of those remaining charity trustees (disregarding for this purpose those appointed under clause 60 as co-opted trustees) one third (to the nearest round number) shall retire from office.
	3. The charity trustee to retire under paragraph 56.2 shall be those who have been the longest in office since they were last elected or re-elected; as between persons who were elected/re-elected on the same date, the question of which of them to retire shall be determined by some random method.
	4. A charity trustee who retires from office under clause 56.1 or 56.2 shall be eligible for re-election.

57 A person who has served on the board for a period of 4 years shall automatically vacate office on expiry of that 4 year period and shall not then be eligible for re-election until a further year has lapsed.

58 For the purpose of clause 57,

* 1. The period from the date of formation of the organisation to the first AGM shall be deemed to be a period of one year, unless it is of less than six months duration (in which case it will be disregarded);
	2. the period between the date of appointment of a charity trustee and the AGM which next follows shall be deemed to be a period of a year, unless it is of less than 6 months then it can be disregarded;
	3. The period between one AGM and the next will be deemed to be a period of one year;
	4. If a charity trustee ceases office but is re-appointed to that office within a period of six months, he/she shall be deemed to have held office as a charity trustee continuously.

59 A charity trustee retiring at an AGM will be deemed to have been re-elected unless:-

* 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
	2. an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
	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**

60 In addition to their powers under clause 55, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 49) on the basis that he/she has specialist experience or skills which could be of assistance to the board.

61 At each AGM all of the trustees appointed under clause 60 shall retire from office and then be eligible for re-appointment under that clause.

**Termination of office**

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

* 1. He/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	2. he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee – but only if that has continued (or is expected to continue) for a period of more than 6 months;
	3. (in the case of a charity trustee elected under clauses 54 – 59) he/she ceases to be a member of the organisation;
	4. he/she becomes an employee of the organisation;
	5. he/she gives the organisation a notice of resignation, signed by him/her;
	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;
	7. he/she is removed 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 79);
	8. he/she is removed by resolution of the board on 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 Charity and Trustee Investment (Scotland) Act 2005;or
	9. he/she is removed from office by a resolution of the members passed at a members meeting

63 A resolution under paragraph 62.7, 62.8 or 62.9 shall be valid only if:-

* 1. The charity trustee who is subject to the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
	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
	3. (in the case of a resolution under paragraph 62.7 or 62.8) at least two thirds (to the nearest round number) of the charity trustee then in office vote in favour of the resolution

**Register of charity trustees**

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

* 1. for each current charity trustee:
		1. His/her full name and address;
		2. the date on which he/she was appointed as a trustee; and
		3. any office held by him/her in the organisation
	2. for each former trustee – for least 6 years from the date on which he/she ceased to be a charity trustee:

64.2.1 the name of the charity trustee;

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

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

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

* 1. which arises from a resolution of the board or a resolution passed by the members of the organisation; or
	2. which is notified to the organisation.

66 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 likely to jeopardise the safety and security of any person or premises.

**Office bearers**

67 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary

68 In addition to the office-bearers required under clause 67, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

69 All of the office-bearers will cease to hold office at the conclusion of each AGM but then may be re-elected under clause 67 or 68.

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

* 1. if he/she ceases to be a charity trustee; or
	2. if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

**Powers of the board**

71 Except where the constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exerciser all powers of the organisation.

72 A meeting of the board at which the quorum is present may exerciser all powers exercisable by the board.

73 The members may, by way of a resolution passed in compliance with clause 42 (require two-thirds majority), direct the board to take any particular step or not to take any particular step; and the board shall give effect to any such direction accordingly.

**Charity trustees – general duties**

74 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:-

* 1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
	2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
	3. in circumstances given rise to a possible conflict of interest between the organisation and any other party:
		1. put the interests of the organisation before that of the other party
		2. where any other duty prevents him/her from doing so, disclose the conflict interest to the organisation and refrain from participating in any deliberation or decision of the charity trustees with regard to the matter in question;
	4. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charity and Trustees Investment (Scotland) Act 2005.

75 In addition to the duties outlined in clause 74, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:-

* 1. that any breach of any of those duties by a charity trustee is corrected by the trustee concerned and not repeated; and
	2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

76 Provided he/she has declared his/her interests – and has not voted on the question of whether or not the organisation should enter into arrangements – 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 77 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act), he/she may retain any personal benefit which arises from that arrangement.

77 No charity trustee may serve as an employee (full time or part time); and no charity trustee may be given remuneration by the organisation for carrying out his/her duties as a trustee.

78 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carry out their duties; this may include expenses relating to their attendance at meetings.

**Code of conduct for charity trustees**

79 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.

80 The code of conduct in clause 79 shall be supplemental to the provisions relating to the code of conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charity 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**

81 Any charity trustee may call a meeting of the board.

82 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**

83 No valid decisions can be taken at a board meeting unless a a quorum is present; the quorum for board meetings is 3 charity trustees, present in person.

84 If at any time the number of charity trustees in office falls below the number stated as the quorum stated in clause 83, the remaining trustee(s) will have the power to fill the vacancies or call a members meeting – but will not have the power to take any other valid decisions.

85 The chair of the organisation should act as chairperson of each board meeting.

86 If the chair is not present within 15 minutes after the time when 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.

87 Every charity trustee has 1 vote which must be given personally.

88 All decisions at board meetings will be made by majority vote.

89 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.

90 The board may, at its discretion, allow any person to attend and speak at a board meeting not withstanding that he/she is not a charity trustee – but on the basis that he/she must not participate in the decision making.

91 A charity trustee must not vote at a board meeting (or a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest of 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.

92 For the purposes of clause 91:-

* 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;
	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**

93 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of subcommittees .

94 The minutes to be kept under clause 93 must include the names of those present; and (so far as possible) should be signed by the chairperson of that meeting.

**Administration**

**Delegation to sub-committees**

95 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.

96 The board may also delegate to the chair of the organisation (or holder of any other post) such of their powers as they may consider appropriate.

97 When delegating powers under clauses 95 or 96, the board must set out appropriate conditions (which must include an obligation to report regularly to the board)

98 Any delegation of powers under clause 95 or 96 may be revoked or altered by the board at any time.

99 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**

100 Subject to clause 101, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than lodging of funds) in the bank and building society accounts held by the organisation; at least one out of the two signatures must be a charity trustee.

101 Where the organisation uses electronic facility for the operation of any bank or building society account, authorisation required for operations on that account must be consistent with the approach reflected in clause 100

**Accounting records and annual accounts**

102 The board must ensure proper accounting records are kept, in accordance with all applicable statutory requirements

103 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 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**

104 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 Trustees Investment (Scotland)Act 2005

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

**Interpretation**

108 References in this constitution to the Charity and Trustees Investment(Scotland) act 2005 should be taken to include:-

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

108.2 any statutory instrument issued in pursuance of that act or in pursuance of any statutory provision falling under paragraph 108.1 above

109 In this constitution:-

109.1 Charity means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and 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;

109.2 “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 Act.