

CONSTITUTION

OF

SCOTTISH ALLOTMENTS AND GARDENS SOCIETY SCIO

DEFINITIONS

“Charity” refers to Scottish Allotments & Gardens Society

“Allotment Holder” refers to an individual with a leased plot in a local or private allotment site in Scotland

“Member” refers to any person or organisation with valid membership of the SCIO

“Organisation Member” refers to organisations with corporate member of the SCIO

GENERAL

Name & Principal Office

1. The charity is called Scottish Allotments and Gardens Society. It is a SCIO (Scottish Charitable Incorporated Organisation) and the principal office shall be, and remain, in Scotland.

Charitable Purposes

2. The SCIO will operate as a charitable organisation and its purposes are:
 - a. The advancement of learning, including by supporting allotment holders and groups through the provision of information, training and events.
 - b. acting as the focal point for allotment holders and groups, providing guidance and support;
 - c. researching, informing, educating and reporting on matters relevant to allotments both locally and nationally, and to actively inform and consult members about issues which impact on allotments.
 - d. The advancement of community development, urban and rural development, including by:
 - i. preserving existing allotments;
 - ii. promoting the cultivation of all suitable ground and generally to foster and interest in sustainable allotment gardening and promote new allotments in Scotland;
 - iii. protecting the interests of allotment gardeners and representing them effectively;
 - iv. encouraging and supporting the formation of allotment groups and encouraging the sharing of site resources, skills, knowledge and equipment.
 - e. To advance sustainable environmental improvement and protection by:
 - i. encouraging the effective use of allotments and the adoption of good practice in sustainable management of the land of Scotland;
 - ii. advocating the benefits of environmentally sustainable allotment gardening;

- iii. promoting and protecting the conservation of allotments as places of great biodiversity.
- f. The promotion of health, wellbeing, community activism, volunteering and the relief of poverty.

Powers

- 3. The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 4. No part of the income or property of the SCIO 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 SCIO's charitable purposes.

Liability of Members

- 5. The members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO.
- 6. The members and charity Trustees have legal duties under the Charities and Trustees Investment (Scotland) Act 2005; clause 5 does not exclude (or limit) personal liabilities they might incur if they are in breach of those duties.

General Structure

- 7. The structure of the SCIO consists of:
 - a. the MEMBERS - who have the right to vote as prescribed herein; in particular, the members elect persons to serve on the board, approve financial accounts and take decisions on changes to the constitution;
 - b. The BOARD - who hold regular meetings, and generally control the activities of the organisation. For the avoidance of doubt, the Board may exercise any legal power and effect any decision not specifically proscribed or prescribed herein.
 - i. The persons serving on the Board are referred to in this constitution as TRUSTEES.

MEMBERSHIP

Qualifications for membership

- 8. Membership shall be of three types: Individual, Corporate and Associate
 - a. Individual membership shall be open to those persons currently leasing a plot on a local authority or private allotment site, in Scotland
 - b. Corporate membership shall be open to any federation, forum or other grouping of individual allotment association sites, or to any individual allotment association site, in Scotland. Such memberships are held corporately by a group, with membership rights pertaining to the group rather than individuals within, and its voting rights exercised by a proper vote of its members in a manner consistent with their particular constitution.
 - c. Associate Membership shall be open to any individual aged 16 or over, resident in Scotland, who has an interest in the charitable purposes of the SCIO.

Application for membership

9. Any person or group who wishes to become a member must lodge with the SCIO trustees an online or paper application for membership, as prescribed by the Board, along with any payment to meet the relevant annual membership subscription.
10. The Board shall consider each application for membership no later than the second board meeting which is held after receipt of the application; the board, within a reasonable time after the meeting, shall notify the applicant of their decision on the application. If the decision was to refuse admission, the board shall return to the applicant the remittance lodged.
11. If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. Their decision on such appeals is final.

Membership subscription

12. The members shall be required to pay an annual membership subscription. All rights pursuant to membership require a member's subscription be current. A member more than one month in arrears has their rights of membership suspended until such time as they pay their subscription.
13. The amount of the annual membership subscription shall be determined by the Board, and on the basis that:
 - a. the membership subscription may differ as between categories of member;
 - b. such categories may be set by reference to criteria as the Board may determine.
 - c. the annual membership subscriptions shall be payable on or after such date in each year as the Board may determine, but not less than 12 months from the date of the previous levy.
 - d. a member who ceases (for whatever reason) to be a member shall not be entitled to a refund of the membership subscription.

Register of members

14. The board must keep a register of members, setting out:
 - a. for each current member:
 - i. their full name and address; and
 - ii. the date on which membership was registered and, in successive years, renewed;
 - b. for each former member, for six years from the date of membership cessation, the date on which the membership ceased.
15. The board must ensure that the register of members is updated within 14 days of any change.
16. If a charity trustee of the SCIO requests a copy of the register of members, the board must ensure that a copy is supplied to him/her within 7 days, providing the request is reasonable, subject to compliance with relevant data protection regulations then in force.

Withdrawal from membership

17. Any member who wishes to withdraw from membership must give an intimation of withdrawal to the organisation, electronically or hard copy, subscribed by the individual member or an appropriate officer of the corporate organisation; membership will cease from the time when the notice is received by the charity.

Transfer of membership

18. Membership may not be transferred.

Conduct of Members

19. Members shall act in good faith at all times to ensure that the SCIO acts in a manner that is consistent with its purposes. The Board shall create, and update as required, codes of conduct to regulate the conduct of members and trustees, with content applicable to the responsibilities of each. Where a breach of a code of conduct takes place, the board may take such action as empowered in this constitution to regulate conduct, remove a trustee or withdraw membership.
20. Members must act in the best interests of the SCIO. Members will act in a manner consistent the duty to respect peers and recognising the dignity of the person.

Exclusion from membership

21. Any member may be suspended or removed from membership, following a resolution duly passed by the trustees, and subject to the provisions of this clause.
22. A member's suspension de facto suspends their rights of membership, excepting the right to appeal suspension. The suspended member shall make such an appeal in writing to the board, who shall consider and vote on it at their first meeting after it is received. No suspension may remain in place for more than six months, and no more than one suspension may be given in a twelve-month period.
23. Any member removed from membership may, on lodgement with the trustee of a request to appeal, make an appeal to retain their membership. This appeal will be voted upon in the annual ballot of members. The member will be entitled to lodge a statement in their support, to be distributed with other annual ballot papers.

DECISION-MAKING BY MEMBERS

Member Voting Rights

24. The board must arrange an annual ballot of members in each calendar year. This ballot will be conducted electronically, with each member being entitled to cast votes as prescribed herein.
25. The Board has discretion to allow discrete balloting by paper, where acute individual circumstances would prevent a member exercising their vote electronically.
26. The Board shall take such steps as are reasonable to ensure the security and integrity of all ballots.
27. The gap between one annual ballot and the next must not be longer than 15 months.

28. The content of the annual ballot must include:
 - a. a report by the trustees on the activities of the organisation;
 - b. consideration of the annual accounts of the organisation;
 - c. the election/re-election of charity trustees;
 - d. resolutions submitted by members, subject to the provisions herein;
 - e. resolution proposed by the trustees for the consideration of members.
29. The board may, in urgent or exceptional circumstances, arrange an extraordinary ballot of members, providing at least 20 clear days are allowed between transmission of the ballot papers and the deadline for vote submission.

Power of Members To Initiate A Ballot

30. The board must arrange a special member ballot when requested to do so by a notice subscribed to by not less than 10% of current members, that number to be calculated in reference to the voting procedure set out below.
31. The notice shall state a specific resolution(s) which will be the subject of the ballot.
32. Such a resolution may not be inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005, or as amended, or with other statutory requirements.
33. The Board shall ensure the ballot shall be completed not less than 90 days from the date of receipt of a valid notice.

34. Annual & Special Ballots

35. At least 20 clear days must elapse from the time the ballot content is transmitted to members and the deadline for votes to be submitted.
36. The ballot content may be sent by email, or be available to members in some other, secure, electronic means. The trustees shall determine, considering any unusual circumstances which may pertain, whether votes will be submitted by email or by another electronic means.
37. For the avoidance of doubt, where the trustees have determined to offer a physical ballot to a specific member as described above, that ballot may be returned to the trustees in like format.
38. In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
39. In the case of any other resolution must set out the exact terms of the resolution.
40. The reference to "clear days" herein shall be taken to mean that, in calculating the period of notice, the day the ballot content is transmitted is excluded
41. Notice of a member ballot must be given to all the members of the organisation, and to all the trustees; but the accidental omission to give notice to a minority of members, or a failure of transmission, through no fault of the charity, will not invalidate the outcome of a ballot.
42. Any notice which requires to be given to a member under this constitution must be:
 - a. sent by email to the member, at the address last notified to the charity; or
 - b. sent by post to the member, at the address last notified to the charity, or
 - c. made available via an electronic platform such that a member is enabled to access the ballot content and/or cast their vote, the credentials to do so having been provided to them.

Member Scrutiny Of Trustees

43. The trustees shall arrange an annual online forum, using appropriate videoconferencing tools, in which members are able to participate in a live question and answer session with trustees.
44. This session shall take place annually, and such that they are arranged to be held at least one month before each annual member ballot is issued.
45. Members shall be free to ask such questions as to them seem appropriate, subject to legislation. The session shall be moderated by a nominated trustee or a third party, as the trustees shall determine.

Procedure for Annual Ballot Returns

46. Member ballots are valid only if at least 20% of members return completed ballots (inc abstentions)
47. Every member shall have one vote on each ballot motion, except:
 - a. Corporate members, who are entitled to cast a vote which will be weighted thus:
 - i. Where that member represents an allotment site, one vote for the equivalent of each 50 allotment tenants on that site, to a maximum of three votes;
 - ii. Where that member is a confederation of allotment sites, one vote for each ten discrete allotment sites currently members of that confederation, to a maximum of three votes.
48. Returned ballots of corporate members must include a verification statement, subscribed by an authorised representative of that member, confirming that their votes as cast were the result of a full and formal canvass of their membership, as provided for in that members' constitution, and that the vote reflects the majority position of the corporate members' own membership.
49. All decisions in member ballots are by simple majority vote, excepting a-f below, where a two thirds majority is required to pass:
 - a. a resolution amending the constitution;
 - b. an appeal against a removal of membership;
 - c. a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - d. a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - e. 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);
 - f. a resolution for the winding up or dissolution of the organisation.
50. If there are an equal number of votes for and against any resolution requiring a simple majority the trustees may, by a majority of the board agreeing, cast a single ballot to break the tie.

BOARD OF TRUSTEES

Eligibility

51. Any individual or associate member is entitled to nominate themselves, or another such member, for election as a trustee.
52. A corporate member is entitled to nominate a person who is an allotment holder and member of their organisation for election as a trustee
53. For the avoidance of doubt, trustees, on election, are bound by the legal duties of a charity trustees and are not delegates from and do not report to, any particular members of the charity.
54. A nominee, or current trustee, may not be:
 - a. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - b. an employee of the organisation.
55. Trustees must transmit to all members an invitation to consider nomination for election as a trustee:
 - a. such an invitation shall be scheduled such that the nominations received may be included in the annual ballot of members;
 - b. such nominations must be received by the charity in a manner determined by the trustees no later than 15 clear days from the date on which ballots will be transmitted to members;
 - c. trustees must transmit to members the invitation to nominate at least 15 clear days before the closing date for receipt of nominations.

Maximum/minimum number of Charity Trustees

56. The maximum number of charity trustees shall be 12.
57. The minimum number of charity trustees shall be 5.

Composition of Board

58. The Board shall comprise those trustees elected by the members from time to time in annual ballots, together with:
 - a. Individual or associate members co-opted by the board to fill a vacancy between annual ballots;
 - b. Up to two non-members, co-opted by trustees, who offer experience or skill the board deems desirable, such co-optees to be trustees within the meaning of Act and having the same rights and responsibilities as other trustees.
 - c. The total not to exceed the maximum number of trustees prescribed above.
59. At each annual ballot, one third (rounded up to the nearest whole number) of the trustees shall demit from office. The determination of which trustees so demit shall be:
 - a. Those trustees longest serving shall demit;
 - b. Where more than a third of trustees have served for the same period of time, that being the longest service, the members to demit shall be decided by lot from among the longest serving.
 - c. A trustee automatically demits office at noon on the day of the deadline for submission of annual ballot returns.

- d. A trustee demitting at the end of a term of office may offer themselves to the members for re-election in the succeeding annual ballot
 - e. Where a trustee is subsequently elected an office bearer, the provisions of clause 62 below shall supersede this clause. In such cases, office bearers while in office shall not be included in the third of trustees required under clause 59, but shall be demit, and be entitled to seek re-election as a trustee, at the annual ballot immediately succeeding the end of their term as an office bearer.
 - f. Notwithstanding the provisions above, no trustee shall serve in any office or series of offices for more than four continuous years without demitting as a trustee and offering themselves to the members in an annual ballot to be re-elected as a trustee. Where they are so re-elected, they may continue in their present office and complete the their current term.
60. Any person outwith the membership who wishes to become a co-opted Charity Trustee under clause 58 must sign, and lodge with the SCIO, a written application to be decided upon by the Board. At each AGM, trustees co-opted under this clause shall demit office – but shall then be eligible for re-appointment by the board.

Office Bearers

61. The trustees shall elect, from among themselves, the following office bearers:
- a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. President Emeritus
62. Office Bearers, excepting e. above, shall be elected at the first meeting after an annual ballot, on which each post had fallen vacant as provided in this clause, and serve these terms:
- a. President: from the date of election to the deadline for receipt for receipt of annual ballots, that being the third annual ballot of their term of office;
 - b. Vice President: from the date of their election to the deadline for receipt of annual ballots, that being the second annual ballot of their term of office
 - c. Secretary: from the date of their election to the deadline for receipt of annual ballots, that being the second annual ballot of their term of office
 - d. Treasurer: from the date of their election to the deadline for receipt of annual ballots, that being the second annual ballot of their term of office
 - e. President Emeritus: automatically, for one ballot cycle in the year after they demit office as President.
63. No office bearer shall serve more than two consecutive terms in any single office or three terms in any series of offices.
64. In addition to the office-bearers required under clause 61, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
65. Those office bearers shall hold office until the beginning of the first meeting of trustees after the annual ballot
66. A person elected to any office will automatically cease to hold that office: -
- a. if they cease to be a charity trustee; or

- b. if they give to the organisation a notice of resignation from that office, subscribed by them.

Termination of office

67. A charity trustee will automatically cease to hold office if: -
- a. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - b. they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - c. they become an employee of the organisation;
 - d. they give the SCIO a notice of resignation, subscribed by them;
 - e. they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board – the board having the discretion to determine whether such absence should be taken as a de facto demission;
 - f. they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the SCIO rules or any code of conduct for charity trustees, such resolution to pass by two thirds of those voting;
 - g. they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
 - h. they are removed from office by a resolution of the members passed in a national ballot.
68. A resolution under this clause shall be valid only if: -
- a. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
69. the charity trustee concerned is given the opportunity to submit a statement on the resolution, prior to the resolution being put to the vote.

Register of charity trustees

70. The board must keep a register of charity trustees, setting out:-
- a. for each current charity trustee:
 - i. their full name and address;
 - ii. the date on which they were appointed as a charity trustee; and
 - iii. any office held by them in the board;
 - iv. The name of the member(s) who nominated the trustee
 - b. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - i. the name of the charity trustee;
 - ii. any office held by them in the charity; and
 - iii. the date on which they ceased to be a charity trustee.
71. The board must ensure that the register of charity trustees is updated within 7 days of any change in the status of any trustee
72. If any member requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them 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 shall provide a copy which has all personal information other than their name redacted

Powers of Board

73. Except where this constitution provides otherwise, the SCIO (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
74. The members may, by way of a resolution passed in compliance with this constitution (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. Such a direction must comply with this constitution, and such laws relating to the charity or the specific direction as are in effect at the time.

Charity Trustees - General Duties

75. 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:-
 - a. seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
 - b. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - c. in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
 - i. put the interests of the SCIO before that of the other party;
 - ii. where any other duty prevents them 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;
76. 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 and such other legislation as shall apply from time to time to the operations of the SCIO.
77. In addition to the duties outlined above, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - a. that any breach of any of those duties by a charity trustee is made known to all trustees, is corrected by the charity trustee concerned and not repeated; and
 - b. that any trustee who has been in serious or persistent breach of those duties is removed as a trustee.
78. Provided they have declared their interest - and 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 he/she may retain any personal benefit which arises from that arrangement.
79. 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 SCIO for carrying out their duties as a charity trustee.

Code of Conduct for Trustees

80. 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.
81. The code of conduct referred to herein 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 TRUSTEES

Notice of Board Meetings

82. For the avoidance of doubt, the board may meet in person or by electronic means, provided that all trustees have the same opportunity to participate in meetings.
83. Any trustee may initiate a meeting of the trustees by submission of a request to the secretary, stating the nature of the business to be transacted;
84. At least 5 clear days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting, and a simple majority of the trustees) there is a degree of urgency which makes that inappropriate.

Procedure at Board Meetings

85. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is four trustees.
86. If at any time the number of charity trustees in office falls below the number stated, the remaining charity trustee(s) will have power to fill the vacancies or instigate a member ballot - but will not be able to take any other valid decisions.
87. Meetings shall ordinarily be chaired by the President. If the President is not present within 10 minutes after the time at which the meeting was due to start (or is not willing to act as chair) the Vice-President shall act in their place. In their absence, the trustees present shall elect one of their number to chair the meeting.
88. Every charity trustee has one vote, which must be given as prescribed herein; the chair shall have a casting vote on tied decision as set out below.
89. All decisions at trustee meetings will be made by simple majority vote, unless specified otherwise herein.
90. If there are an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
91. The board may allow any person to attend and speak at a board meeting notwithstanding they are not a charity trustee - but on the basis that they must not participate in decision-making.
92. The board may take a decision without a board meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter.
 - a. Such a proposal must be communicated to all trustees, and all must have the opportunity to participate in any decision
93. A charity trustee must not vote at a board meeting (or at a meeting of a sub-group) on any resolution which relates to a matter in which they have a personal interest or duty which

conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is considered.

a. For the purposes of this clause: -

- i. 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;
- ii. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

94. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-groups.
95. The minutes to be kept under this clause must include the date and time of the meeting, the names of those present, all decisions made, and any declarations of interest .

ADMINISTRATION

Delegation to Sub-Groups

96. The board may delegate a task to sub-groups; a sub-group must include at least one charity trustee, but other members of a sub-group need not be charity trustees.
97. The board may also delegate to an individual trustee the completion of a task or the power to act on behalf of the charity, subject to the constitution and statute;
98. When delegating powers under the clauses above, the board must set out both the exact delegation of power, and appropriate conditions (which must include an obligation to report regularly to the board).
99. Any delegation of powers under this clause may be revoked or altered by the board at any time.
100. The rules of procedure for each sub-group, and the provisions relating to membership of each sub-group, shall be set by the board.

Operation of accounts

101. The signatures (or electronic authorisation) of two out of three signatories appointed by the board are required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; and all signatories appointed by the board must be a current trustee.

Accounting records and annual accounts

102. The board must ensure that 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

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

104. If the SCIO 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.
105. Any surplus assets available to the SCIO 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 SCIO as set out in this constitution.

Standing Orders

106. The Board may from time to time set out standing orders prescribing the operation of meetings or other processes which, subject to statute and the provisions of this constitution, shall be mandatory.

Alterations to the constitution

107. This constitution may be altered by resolution of the members passed in a ballot of members, subject to receiving a two-thirds majority in support.
108. The Charities and Trustee Investment (Scotland) Act 2005 provisions in relation to changes to the constitution shall be applied, and no alteration requiring the approval of the Regulator shall have legal effect until such approval is granted.
109. Following approval of the proposed amendments to the constitution set out herein, in a ballot of members in 2020, and to enable the terms of office of office bearers to take effect as prescribed above, all incumbent office bearers shall demit office as such at the beginning of the first meeting of the trustees after the conclusion of the ballot. The provisions of this clause shall cease to obtain on 31 December 2020.

Statutory Interpretation

110. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
 - a. any statutory provision which adds to, modifies or replaces that Act; and
 - b. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 107.1 above.
111. In this constitution: -
 - a. "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;
 - b. "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.