**Sample Youth Pipes and Drums Constitution**

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# Type of Organisation

The organisation is a constituted community Association.

# Scottish Principal Office

The principal office of the Association will be at ….

# Name

The name of the organisation is The xx Youth Pipes and Drums, hereafter referred to as ‘the Association’.

# Purposes

The purposes of the Association are:

**4.1** To organise, promote and stimulate an interest in the playing of music of the bagpipe (both as a solo instrument and within the context of a juvenile Pipe Band) among young people residing within or connected with the xx area.

**4.2** To organise, promote and stimulate an interest in the playing of the side, tenor and bass drum (not only as a solo instrument, but also in the context of a juvenile Drum Corps and of a juvenile Pipe Band) among young people residing within or connected with the xx area.

**4.3** To seek to support and be supported by (i) East Lothian Council as the Local Education Authority and (ii) the schools, both primary and secondary within the xx area in achieving the Purposes of the Association.

**4.4** To promote, support and ensure the development of the band or bands called ‘The xx Youth Pipe Band’.

**4.5** To ensure that the Band is made available to the communities of xx for ceremonial occasions, charitable functions or for the purpose of the entertainment of the public and for other purposes as The Association in consultation with schools may deem fit, and to collaborate with local community pipe bands for mutual benefit.

**4.6** To enable the band or bands to compete at the highest possible level in recognised Pipe Band Competitions, including major competitions organised under the auspices of the Royal Scottish Pipe Band Association.

**4.7** To provide opportunities for people to engage with professional musicians and performance through attending concerts, shows and the like (in xx and beyond) and participating in workshops.

**4.8** To help fund and acquire uniform, instruments and other expenses associated with school’s pipe bands such as travel.

**4.9** To support pipers and drummers to achieve awards such as the Saltire, Duke of Edinburgh Awards and SEQF plus support pupils as required.

**4.10** To raise funds to further the objectives of the Association.

# Powers

**5.1** The Association has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. This may include:

1. Open a bank account
2. Take out insurance
3. Employ staff
4. Organise events
5. Work with other groups and exchange information

**5.2** No part of the income or property of the Association may be paid or transferred (directly or indirectly) to the members - either in the course of the Association’s existence or on dissolution - except where this is done in direct furtherance of the Association’s charitable purposes.

# Liability of Members

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

# General Structure

**7.1** The structure of the Association consists of:

Adult Members and Junior Members who abide by and support the purposes of the Constitution. All members of the Association are expected to:

1. Respect and abide by the rules of the Constitution and the Code of Conduct
2. Promote the Association and its activities in a positive way

**7.2** The Management Committee which generally controls the activities of the Association; for example, the Management Committee is responsible for monitoring and controlling the financial position of the Association.

# Qualifications for Membership

**8.1** The membership subscription (if any) will be decided at the Annual General Meeting.

**8.2** Adult membership is open to any individual aged 18 or over who is interested and committed to attaining the constitutional aims and objectives of the Association.

**8.3** Employees of the Association are not eligible for membership but may sit on the Management Committee in an advisory capacity.

**8.4** Purpose of adult members is to provide support to Junior Members.

**8.5** Any Adult (being persons aged over 18 years) who wishes to be a member must sign a written application which will require to be proposed and seconded by the Management Committee.

**8.6** The Management Committee may at its discretion, refuse to admit any adult to membership.

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

**8.8** Deprivation of Adult membership - The Management Committee shall have the power, on simple majority, to deprive any member of the Association of his or her membership and the benefits thereof on reasonable cause being shown.

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

**8.10** Transfer of Adult membership - Membership of the Association may not be transferred by a member.

**8.11** Re-registration of Adult members - The Management Committee may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Association and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Management Committee.

**8.12** If a member fails to provide confirmation to the Management Committee (in writing or by e-mail) that he/she wishes to remain as a member of the Association before the expiry of the 28-day period referred to in clause 9.3, the Management Committee may expel him/her from membership.

**8.13** A notice under clause 9.3 will not be valid unless it refers specifically to the consequences (under clause 24) of failing to provide confirmation within the 28-day period.

**8.14** Expulsion from Adult membership - Any person may be expelled from Adult membership by way of a resolution passed by the Management Committee 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 member concerned, specifying the grounds for the proposed expulsion;
2. The member concerned will be entitled to be heard on the resolution at the Management Committee meeting at which the resolution is proposed.

**8.15** Termination - Membership of the Association will terminate on death.

**18.16** Junior Members shall be persons aged 18 years or under, resident within or connected with the xx area who have an interest in playing and/ or learning to play the bagpipe or the side, tenor or bass drum, whether as a solo instrument or in the context of the Band.

**8.16** Junior Members shall become members as a matter of course if they receive tuition during the school day in the xx community, or by simple application to the Pipe Major (or Assistant Pipe Major in his absence). In the event of dispute, all decisions about membership of Junior members shall be referred to the Management Committee for determination.

**8.17** Termination of Junior membership - Junior members shall be withdrawn from the Association as a matter of course if they cease to receive tuition during the school day in the xx learning community.

# Decision Making by Adult Members

**9.1** The Management Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

**9.2** The gap between one AGM and the next must not be longer than 15 months.

**9.3** Notwithstanding clause 10.1, an AGM does not need to be held during the calendar year in which the Association is formed; but the first AGM must still be held within 15 months of the date on which the Association is formed.

The business of each AGM must include: -

1. A report by the chair on the activities of the Association;
2. Consideration of the annual accounts of the Association;
3. The Management Committee may arrange a special members' meeting at any time.

**9.4** Power to request the Management Committee to arrange a special members’ meeting

**9.5** The Management Committee 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 Association at the time, providing:

**9.6** The notice states the purposes for which the meeting is to be held

**9.7** If the Management Committee receive a notice under clause 9.1, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

# Notice of Members Meetings

**10.1** At least 14 clear days’ notice must be given of any AGM or any special members' meeting.

**10.2** The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

**10.3** In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

**10.4** In the case of any other resolution falling within clause 12.3 (requirement for two-thirds majority) must set out the exact terms of the resolution.

**10.5** The reference to “clear days” in clause 34 shall be taken to mean that, in calculating the period of notice,

**10.6** The day after the notices are posted (or sent by e-mail) should be excluded; and

**10.7** The day of the meeting itself should also be excluded.

**10.8** Notice of every members' meeting must be given to all the members of the Association; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

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

**10.10** Sent by post to the member, at the address last notified by him/her to the Association; or

**10.11** Sent by e-mail to the member, at the e-mail address last notified by him/her to the Association.

# Procedure at Members Meetings

**11.1** No valid decisions can be taken at any members' meeting unless a quorum is present.

**11.2** The quorum for a members' meeting is 4 members, present in person.

**11.3** 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.

**11.4** The chair of the Association should act as chairperson of each members' meeting.

**11.5** If the chair of the Association 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 Management Committee present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

# Voting at Members Meetings

**12.1** Every member has one vote, which must be given personally.

**12.2** All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 12.3.

**12.3** 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 1):

**12.4** A resolution amending the constitution;

**12.5** A resolution expelling a person from membership under clause 8.14;

**12.6** A resolution directing the Management Committee to take any particular step (or directing the Management Committee not to take any particular step);

**12.7** A resolution for the winding up or dissolution of the Association.

**12.8** 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.

**12.9** 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.

**12.10** 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

**13.1** 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.

**13.2** The Management Committee must ensure that proper minutes are kept in relation to all members' meetings.

**13.3** 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.

**13.4** The Management Committee shall make available copies of the minutes referred to in clause 13.2 to any member of the public requesting them; but on the basis that the Management Committee may exclude confidential material to the extent permitted under clause 24.4.

# Management Committee

**14.1** The maximum number of members of the Management Committee shall be eight.

**14.2** The minimum number of Management Committee members is six.

**14.3** A person shall not be eligible for election/appointment to the Management Committee under clauses 14.1 unless he/she is a member of the Association; a person appointed to the Management Committee need not, however, be a member of the Association.

**14.4** A person will not be eligible for election or appointment to the Management Committee if he/she is: -

**14.5** Disqualified from being a Management Committee member under the Charities and Trustee Investment (Scotland) Act 2005; or

**14.6** An employee of the Association.

**14.7** At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 14.4) to be a Management Committee member.

**14.8** The Management Committee may at any time appoint any member (unless he/she is debarred from membership under clause

**14.9** At each AGM, all of the members of the Management Committee elected/appointed under clauses 14.7 shall retire from office – but shall then be eligible for re-election under clause 14.7.

**14.10** A Management Committee member retiring at an AGM will be deemed to have been re-elected unless: -

**14.11** He/she advises the Management Committee prior to the conclusion of the AGM that he/she does not wish to be re- appointed as a Management Committee member

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

# Appointment/Re-Appointment of Management Committee Members

**15.1** In addition to their powers under clause 14.8, the Management Committee may at any time appoint any non-member of the Association to be a member of the Management Committee (subject to clause 14.1, and providing he/she is not debarred from membership under clause 14.4) either on the basis that he/she has been nominated by a body with which the Association has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the Management Committee.

**15.2** At each AGM, all the members of the Management Committee appointed shall retire from office – but shall then be eligible for re-appointment.

# Termination of Office

**16.1** A Committee member will automatically cease to hold office if: -

**16.2** He/she becomes disqualified from being a Management Committee member under the Charities and Trustee Investment (Scotland) Act 2005;

**16.3** He/she becomes incapable for medical reasons of carrying out his/her duties as a Management Committee member - but only if that has continued (or is expected to continue) for a period of more than six months;

**16.4** In the case of a Management Committee member elected/appointed under clauses he/she ceases to be a member of the Association;

**16.5** He/she becomes an employee of the Association;

**16.6** He/she gives the Association a notice of resignation, signed by him/her;

**16.7** He/she is absent (without good reason, in the opinion of the Management Committee) from more than three consecutive meetings of the Management Committee - but only if the Management Committee resolves to remove him/her from office;

**16.8** He/she is removed from office by resolution of the Management Committee on the grounds that he/she is considered to have committed a material breach of the code of conduct for Management Committee members (as referred to in clause 21.1);

**16.9** He/she is removed from office by resolution of the Management Committee 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

**16.10** He/she is removed from office by a resolution of the members passed at a members’ meeting.

**16.11** A resolution under paragraph 16.8, 16.9 or 16.10 shall be valid only if: -

**16.12** The Management Committee member 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;

**16.13** The Management Committee member 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

**16.14** In the case of a resolution under paragraph 16.8 at least two thirds (to the nearest round number) of the Management Committee members then in office vote in favor of the resolution.

# Register of Management Committee Members

**17.1** The Management Committee must keep a register of Management Committee members, setting out

**17.2** For each current Management Committee member:

**17.3** His/her full name and address;

**17.4** The date on which he/she was appointed as a Management Committee member; and

**17.5** Any office held by him/her in the Association;

**17.6** For each former Management Committee member - for at least 6 years from the date on which he/she ceased to be a Management Committee member:

**17.7** The name of the Management Committee member;

**17.8** Any office held by him/her in the Association; and

**17.9** The date on which he/she ceased to be a Management Committee member.

**17.10** The Management Committee must ensure that the register of Management Committee members is updated within 28 days of any change:

**17.11** Which arises from a resolution of the Management Committee or a resolution passed by the members of the Association; or

**17.12** Which is notified to the Association.

**17.13** If any person requests a copy of the register of Management Committee members, the Management Committee 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 Management Committee member of the Association, the Management Committee may provide a copy which has the addresses blanked out - if that information is likely to jeopardise the safety or security of any person or premises.

# Office Bearers

**18.1** The Management Committee members must elect (from among themselves) a:

* Chairperson
* Treasurer
* Secretary
* Band Manager
* Quartermaster
* Learning Coordinator
* Child Protection Officer
* Fundraiser

**18.2** All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 14.10 or 14.12.

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

**18.4** If he/she ceases to be a Management Committee member; or

**18.5** If he/she gives to the Association a notice of resignation from that office, signed by him/her.

**18.6** Piping tutor will be the Pipe Major of the band until such time that pupils can be trained to a standard to fulfil the role.

# Powers of Management Committee

**19.1** Except where this constitution states otherwise, the Association (and its assets and operations) will be managed by the Management Committee; and the Management Committee may exercise all the powers of the Association.

**19.2** A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

**19.3** The members may, by way of a resolution passed in compliance with clause 12.3 (requirement for two-thirds majority), direct the Management Committee to take any particular step or direct the Management Committee not to take any particular step; and the Management Committee shall give effect to any such direction accordingly.

# Management Committee Members - General Duties

**20.1** Each of the Management Committee members has a duty, in exercising functions as a Management Committee member, to act in the interests of the Association; and, in particular, must: -

**20.2** Seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its purposes;

**20.3** Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

**20.4** In circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:

**20.5** Put the interests of the Association before that of the other party;

**20.6** Where any other duty prevents him/her from doing so, disclose the conflicting interest to the Association and refrain from participating in any deliberation or decision of the other Management Committee members with regard to the matter in question;

**20.7** In addition to the duties outlined in clause 20.1, all the Management Committee members must take such steps as are reasonably practicable for the purpose of ensuring: -

**20.8** That any breach of any of those duties by a Management Committee member is corrected by the Management Committee member concerned and not repeated; and

**20.9** That any Management Committee member who has been in serious and persistent breach of those duties is removed as a Management Committee member.

**20.10** Provided he/she has declared his/her interest - and has not voted on the question of whether the Association should enter into the arrangement - a Management Committee member will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest; and (subject to clause 20.11).

**20.11** No Management Committee member may serve as an employee (full time or part time) of the Association; and no Management Committee member may be given any remuneration by the Association for carrying out his/her duties as a Management Committee member.

**20.12** The Management Committee members 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 Management Committee Members

**21.1** Each of the Management Committee members 21.1 (incorporating detailed rules on conflict of interest) prescribed by the Management Committee from time to time.

**21.2** The code of conduct referred to in clause 21.1shall be supplemental to the provisions relating to the conduct of Management Committee members contained in this constitution.

# Decision Making by The Management Committee Members

**22.1** Any Management Committee member may call a meeting of the Management Committee or ask the secretary to call a meeting of the Management Committee.

**22.2** At least 7 days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

# Procedure at Management Committee Meetings

**23.1** No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for Management Committee meetings is three Management Committee members, present in person.

**23.2** If at any time the number of Management Committee members in office falls below the number stated as the quorum in clause 23.1, the remaining Management Committee member(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.

**23.3** The chair of the Association should act as chairperson of each Management Committee meeting.

**23.4** 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 Management Committee members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

**23.5** Every Management Committee member has one vote, which must be given personally.

**23.6** All decisions at Management Committee meetings will be made by majority vote.

**23.7** 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.

**23.8** The Management Committee may, at its discretion, allow any person to attend and speak at a Management Committee meeting notwithstanding that he/she is not a Management Committee member - but on the basis that he/she must not participate in decision-making.

**23.9** A Management Committee member must not vote at a Management Committee 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 Association; he/she must withdraw from the meeting while an item of that nature is being dealt with.

**23.10** An interest held by an individual who is “connected” with the Management Committee member under section 17.10(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 Management Committee member;

**23.11** A Management Committee member 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

**24.1** The Management Committee must ensure that proper minutes are kept in relation to all Management Committee meetings and meetings of sub- committees.

**24.2** The minutes to be kept under clause 23.4 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

**24.3** The Management Committee shall make available copies of the minutes referred to in clause 23.4 to any member of the public requesting them.

**24.4** The Management Committee may exclude from any copy minutes made available to a member of the public under clause 12.2 any material which the Management Committee 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 Association or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

# Delegation to Sub-Committees

**25.1** The Management Committee may delegate any of their powers to sub-committees; a sub-committee must include at least one Management Committee member, but other members of a sub-committee need not be Management Committee members.

**25.2** The Management Committee may also delegate to the chair of the Association (or the holder of any other post) such of their powers as they may consider appropriate.

**25.3** When delegating powers under clause 23.8 or 23.9, the Management Committee must set out appropriate conditions (which must include an obligation to report regularly to the Management Committee).

**25.4** Any delegation of powers under clause 23.8 or 23.9 may be revoked or altered by the Management Committee at any time.

**25.5** The rules of procedure for each sub-committee, and the provisions relating to membership of each sub- committee, shall be set by the Management Committee.

# Operation of Accounts

**26.1** The signatures of two out of three signatories appointed by the Management 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 Association; at least one out of the two signatures must be the signature of a Management Committee member.

**26.2** Where the Association uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach.

# Accounting Records and Annual Accounts

**27.1** The Management Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

**27.2** The Management Committee must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Management Committee consider that an audit would be appropriate for some other reason), the Management Committee should ensure that an audit of the accounts is carried out by a qualified auditor.

# Winding-Up

**28.1** If the Association 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.

**28.2** Any surplus assets available to the Association 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 Association as set out in this constitution.

# Alterations to The Constitution

This constitution may be altered by resolution of the members passed at a members’ meeting (subject to achieving the two thirds majority referred to in clause 12.3) or by way of a written resolution of the members.

**Constitution**

**Adopted**

**Signed**

**Chairperson**

**Member**

**Member**