

**CONSTITUTION  
OF  
THE SCOTTISH BURNED CHILDREN'S CLUB  
ADOPTED ON 15th. OCTOBER, 2001**

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**Name**

1. The name of the association is "The Scottish Burned Children's Club".

**Objects**

2. The association's objects are:
  - (a) to relieve the needs of children, living in Scotland, who have suffered physical and or mental injuries due to burns or scalds and whose families have suffered as result of burns or scalds, particularly but not exclusively by the provision of recreation and leisure activities. Particular attention will be given to those with major disfigurement, disability or poor social circumstances who have less opportunity to develop through a normal childhood.
  - (b) the advancement of education of the public relating to fire safety, home safety and burn/scald first aid at schools, youth groups and/or local community events.

**Powers/**

## Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
- (a) to organise and host an annual residential activity camp for children between the ages of 8 and 18 years who have suffered physical and or mental injuries as a result of burns or scalds.
  - (b) to organise and host regular recreational and leisure events for children who have suffered physical or mental injuries as a result of burns and or scalds.
  - (c) to carry on any other activities which further any of the above objects.
  - (d) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
  - (e) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
  - (f) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
  - (g) to borrow money, and to give security in support of any such borrowings by the association.
  - (h) to employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
  - (i) to engage such consultants and advisers as are considered appropriate from time to time.
  - (j) to effect insurance of all kinds (which may include officers' liability insurance).
  - (k) to invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
  - (l) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
  - (m) to establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the association's objects.
  - (n) to form any charitable company with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.
  - (o) to take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
  - (p) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
  - (q) to do anything which may be incidental or conducive to the furtherance of any of the association's objects.

## General structure

4. The structure of the association shall consist of:-  
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- (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the Executive Committee and take decisions in relation to changes to the constitution itself
- (b) the EXECUTIVE COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association, in particular, the management committee is responsible for monitoring the financial position of the association.

#### **Qualifications for membership**

- 5. Membership shall be open to all volunteers who have passed the association's criminal record check.
- 6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

#### **Application for membership**

- 7. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.
- 8. The Executive Committee may, at its discretion, refuse to admit any person to membership.
- 9. The Executive Committee shall consider each application for membership at the first Executive Committee meeting which is held after receipt of the application; the Executive Committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

#### **Membership subscription**

- 10. No membership subscription shall be payable.

#### **Register of members**

- 11. The Executive Committee shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

#### **Withdrawal from membership**

- 12. Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, he/she shall cease to be a member.

#### **Expulsion from membership**

- 13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
  - (a) 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
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

#### **General meetings (meetings of members)**

- 14. The Executive Committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse/

elapse between one annual general meeting and the next.

15. The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the association
  - (b) consideration of the annual accounts of the association
  - (c) the election/re-election of members of the Executive Committee, as referred to in clause 30.
16. The Executive Committee may convene a special general meeting at any time.
- 16a. If a notice signed by ten or more members requesting a special general meeting is received by the association, the Executive Committee must convene a special general meeting – and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered at the special general meeting.

#### **Notice of general meetings**

17. At least 14 clear days' notice must be given (in accordance with clause 61) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be given (in accordance with clause 61) to all the members of the association, and to all the members of the Executive Committee.

#### **Procedure at general meetings**

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 4 members, present in person.
21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
22. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the Executive Committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
25. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a/

a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Maximum number of Executive Committee members**

28. The maximum number of members of the Executive Committee shall be 4.

#### **Eligibility**

29. A person shall not be eligible for election/appointment to the Executive Committee unless he/she is a member of the association.

#### **Election, retiral, re-election**

30. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the Executive Committee.
31. The Executive Committee may at any time appoint any member to be a member of the Executive Committee (subject to clause 28).
32. At each annual general meeting, all of the members of the Executive Committee shall retire from office - but shall then be eligible for re-election.

#### **Termination of office**

33. A member of the Executive Committee shall automatically vacate office if-
- (a) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
  - (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (c) he/she ceases to be a member of the association
  - (d) he/she becomes an employee of the association
  - (e) he/she resigns office by notice to the association
  - (f) he/she is absent (without permission of the Executive Committee) from more than three consecutive meetings of the Executive Committee, and the Executive Committee resolve to remove him/her from office.

#### **Register of Executive Committee members**

34. The Executive Committee shall maintain a register of Executive Committee members, setting out the full name and address of each member of the Executive Committee, the date on which each such person became an Executive Committee member, and the date on which any person ceased to hold office as an Executive Committee member.

#### **Office bearers**

35. The Executive Committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
36. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the Executive Committee or if he/she resigns from that office by written notice to that effect.

#### **Powers of Executive Committee**

38. Except as otherwise provided in this constitution, the association and its assets and undertaking/

undertaking shall be managed by the Executive Committee, who may exercise all the powers of the association.

39. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

#### **Personal interests**

40. A member of the Executive Committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the Executive Committee; he/she will be debarred (in terms of clause 51) from voting on the question of whether or not the association should enter into that arrangement.
41. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
42. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the association should enter into the relevant arrangement - a member of the Executive Committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
43. No member of the Executive Committee may serve as an employee (full time or part time) of the association, and no member of the Executive Committee may be given any remuneration by the association for carrying out his/her duties as a member of the Executive Committee.
44. The members of the Executive Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Executive Committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at Executive Committee meetings**

45. Any member of the Executive Committee may call a meeting of the Executive Committee or request the secretary to call a meeting of the Executive Committee.
46. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
47. No business shall be dealt with at a meeting of the Executive Committee unless a quorum is present; the quorum for meetings of the Executive Committee shall be 2.
48. If at any time the number of Executive Committee members in office falls below the number fixed as the quorum, the remaining Executive Committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
49. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every Executive Committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Executive Committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
50. The Executive Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Executive Committee; for the avoidance of doubt, any such person who is invited to attend an Executive Committee meeting shall not be entitled to vote.

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51. An Executive Committee member shall not vote at an Executive Committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest 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.
52. For the purposes of clause 51, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

#### **Delegation to subcommittees**

53. The Executive Committee may delegate any of their powers to any subcommittee consisting of one or more Executive Committee members and such other persons (if any) as the Executive Committee may determine; they 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.
54. Any delegation of powers under clause 53 may be made subject to such conditions as the Executive Committee may impose and may be revoked or altered.
55. The rules of procedure for any subcommittee shall be as prescribed by the Executive Committee.

#### **Operation of accounts and holding of property**

56. The signatures of two out of three signatories appointed by the Executive Committee shall be required in relation to all operations (other than lodgement 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 member of the Executive Committee.
57. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the Executive Committee.

#### **Minutes**

58. The Executive Committee shall ensure that minutes are made of all proceedings at general meetings, Executive Committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

59. The Executive Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
60. The Executive Committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

#### **Notices**

61. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a prepaid envelope addressed to the member at the address last intimated by him/her to the association

#### **Dissolution**

62. If the Executive Committee determines that it is necessary or appropriate that the association be/

be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

63. If a proposal by the Executive Committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 62, the Executive Committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charitable body or bodies having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
64. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

#### Alterations to the constitution

65. Subject to clause 66, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
66. No amendment to clauses 3, 43, 63 or 64 of the constitution may be made if the effect would be that the association would cease to be a charity.


#### Interpretation


67. For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.

#### Initial members of the Executive Committee

68. The initial members of the Management Committee, and the positions held by each, shall be as set out below.

This constitution was adopted on Monday 15th. October, 2001

Signature	Name	Address	Position
	M.A. STEVENSON	18 WARD PLACE ELBURN LIVINGSTON EH54 6FB	VICE CHAIR.

	D.A. TODD	7 SCOW GREEN STATION GLENROTHES FIFE KY7 6SF	CHAIR
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