

AMS

Constitution

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General

Type of Organisation

(1) The organisation is a Scottish Charitable Incorporated Organisation (SCIO).

Scottish Principal Office

(2) The principal office of the organisation will be in Scotland.

Name

(3) The organisation shall be known as AMS.

Purposes

(4) The objectives of AMS are to serve the community and individuals: by fostering and promoting educational, health, social, and life skills; by working directly and laterally with peer organisations in these field, and by using sport, exercise and leisure activities, to achieve the charitable purposes of:

- Advancement of Education;
- Advancement of Community Development;
- The relief of those in Need by reason of Age, Ill-Health, Disability, Financial Hardship or other Disadvantage;
- Advancement of Public Participation in Sport;
- The Provision of Recreational Facilities.

Powers

(5) To further the above objectives, AMS may:

- (5.1) Employ and pay any person or persons to supervise, organise and carry on its work;
- (5.2) Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (5.3) Recruit, train and support volunteers and pay volunteer expenses as appropriate;
- (5.4) Engage and pay fees to professional and technical advisers/consultants;
- (5.5) Take out membership of such organisations as are considered to be in the interests of and compatible with the objects of AMS;
- (5.6) Collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (5.7) Purchase, take-on, lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and construct, maintain and alter any buildings considered appropriate for the work of AMS;

- (5.8) Sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of AMS;
 - (5.9) Borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate;
 - (5.10) Raise funds and invite and receive contributions from any person(s) by way of subscription or otherwise;
 - (5.11) Do all such other lawful things as are incidental or conducive to the attainment of the objectives.
- (6) No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of Members

- (7) The members of AMS have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if AMS is unable to meet its debts, the members will not be held responsible.
- (8) The members and trustees have 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 AMS consists of:
 - (9.1) The MEMBERS - who have the right to attend members' meetings and have a range of important powers including the annual appointment of trustees to serve on the Board of Trustees;
 - (9.2) The BOARD - of Trustees, who hold regular meetings and generally control the activities of the organisation.

Membership

Categories and Eligibility of Membership

- (10) **Full Membership** - of AMS shall be open to:
 - (10.1) Any adult over 16 years of age who, in the opinion of the Board, is interested and supportive of the work of AMS;
 - (10.2) Other persons who on account of their personal or professional interest, want to assist with the furtherance of AMS's objects;
 - (10.3) One representative nominated by each associate member.
- (11) **Associate membership** - of AMS shall be open to:-

(11.2) Any organisation, corporation or other body which, in the opinion of the Board, is interested and supportive of the work of AMS and wishes to subscribe to full membership in terms of Clause 10.3.

(11.2) Any organisation, corporation or other body which wishes to support the work of AMS and does not require the rights, powers and responsibilities of full membership.

(12) Honorary Membership.

(12.1) Honorary Membership may be assigned by AMS at an Annual General Meeting (AGM), or Special General Meeting (SGM) called for that purpose, or by the Board at any other point. Such appointment shall normally be for a specific period relative to fulfilling a role, and such appointment shall be made on specific terms with the purpose of advising or supporting AMS. Where the period of such an appointment cannot be defined, the appointment will conclude at, but may be reconfirmed at, each AGM.

(12.2) In exception to clause 12.1 one Honorary Member, Austin McPhee, is hereby appointed as the Founding Member. This is a lifetime appointment, which may not be revoked by any current clause or future change to the constitution. The appointment includes the terms that the appointee is entitled to attend and participate at any trustees or members meeting of AMS, but the Founding Member, in that capacity, has no voting rights.

Application for Membership

(13) Any person or organisation wishing to become a member may do so by written application. In particular the Board will wish to be satisfied that in becoming a member, in any category, each member will be committed to the principle that, in exercising any function as a member, they will act in the interests of AMS.

(14) An application will be considered at the Board's next meeting and the applicant will be notified, promptly of the Boards decision.

(15) The Board may, at its discretion, refuse to admit any person or organisation to membership.

Membership Subscription

(16) Membership subscription will be considered at each AGM.

(16.1) Full members of AMS will be required to pay the annual membership fee, determined at each Annual General Meeting of AMS. Excepting by a specific resolution passed at a members meeting, such fees will be deemed to be non refundable, should a membership terminate or be suspended between AGM's.

(16.2) Associate Membership subscriptions, in addition to those subscriptions relevant to clause 10.3, may be discussed and set between Associate Members and the Board, where Associate Members are willing to consider donations or any other form of contribution as subscriptions.

(16.3) Unless specified in the terms of their appointment, Honorary Members will be exempt from annual subscriptions.

Register of Members

(17) The Secretary must keep a register of all members, setting out:-

(17.1) For each current member:

(17.1.1) The members name, address and any other relevant details set out in Standing Orders; and,

(17.1.2) The date on which the member was registered as a member of the organisation;

(17.1.3) Where the member is or has been a trustee, The date of appointment of the trustee, and office(s) the trustee holds and previous appointments and offices the Trustee has held in AMS; and,

(17.1.4) Where the member is not a natural person:

a) Any other name by which the member is, or makes itself known by;

b) The principal contact for the member;

c) Any number assigned to it in the register if it is a charity; and

d) Any number with which it is registered as a company if it is a company.

(17.2) For each former member - for at least six years from the date they ceased to be a member:

(17.2.1) The details held when they ceased to be a current member; and,

(17.2.2) The date on which they ceased to be a current member.

(18) The Secretary must ensure that the register of members is updated within 28 days of any change:

(18.1) Which arises from a resolution of the Board or a resolution passed by the members of the organisation; or,

(18.2) Which is notified to the organisation.

Requests for Information from the register of members

(19) A person requesting a copy of the register of trustees is entitled, where that request is reasonable, to be given a copy within 28 days except that certain information may be redacted on terms specified in Standing Orders.

(20) A Member or trustee of AMS may request a copy of the register of members and/or trustees, and is entitled to a copy within 28 days, providing the request is reasonable, except that certain information may be redacted on terms specified in Standing Orders.

Transfer, Withdrawal or Termination of Membership

(21) Membership may not be transferred by any member but may be withdrawn by a member, or terminated by a decision at a members meeting on the following terms:

(21.1) Any Member wishing to withdraw from membership must submit a written and signed notice of withdrawal to the Secretary. The membership shall cease from the time the notice is received by the Secretary.

- (21.2) The Board may from time to time, at their discretion, issue a request that registered members reconfirm their wish to remain a member, and specify a period, normally not less than 28 days for members to respond. Such a request may include notice, if it is the purpose of the request, that the Board will have the authority to conclude that such members, who do not respond, wish to withdraw their membership.
- (21.3) Excepting any limitation specified in this constitution, the Board, by no less than two thirds majority of the trustees then in post, may suspend the membership of an individual or organisation, on the following conditions:
- (21.3.1) At least 21 days' notice of the intention to consider the suspension must be given to the member concerned, specifying the grounds for the proposal;
 - (21.3.2) The member concerned has the right to be heard by the Board at it's next meeting following such period of notice where at the boards discretion then or at a subsequent meeting the proposal to suspend may be decided;
 - (21.3.3) The proposal and the reason(s) for the decision are clearly documented and available to those members entitled to vote at a general meeting;
 - (21.3.4) A decision to suspend the member must be placed on the agenda of the next members meeting.
- (21.4) Excepting any limitation specified in this constitution, a resolution at a members meeting, may revoke or extend a suspension determined by the board or terminate a membership, provided:
- (21.4.1) The resolution is passed by not less than a two thirds of those voting;
 - (21.4.2) At least 21 days' notice of the intention to propose the resolution is given to the member concerned, specifying the grounds for the proposed expulsion;
 - (21.4.3) The member concerned is given the opportunity to be heard on the resolution at the members' meeting at which the resolution is proposed.

Board of Trustees

Number of Trustees

- (22) The maximum number of trustees will be 12 and the minimum number will be 3. The trustees will be collectively referred to as 'The Board'.

Eligibility and Election

- (23) Only Full Members of AMS (as defined in clause 10) shall be eligible to serve as trustees.
- (24) Trustees will be nominated and subsequently elected, by a majority vote of those present and voting, at each AGM. Conditions of nomination are:
- (24.1) The nominations must be made by members in writing and must be in the hands of the secretary at least 21 days before the AGM;

- (24.2) Individual members may not nominate themselves, nor may an associate member nominate their representative identified under clause 10.3;
 - (24.3) Should nominations exceed vacancies, election shall be by ballot;
 - (24.4) A trustee's term of office, whether elected at an AGM or co-opted by the Board shall last until the next AGM.
- (25) A person will not be eligible to serve as a trustee if he/she is disqualified from being a trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Initial charity trustees

- (26) The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as trustees with effect from the date of incorporation of the organisation and may hold office until the first AGM.

Office-bearers

- (27) The trustees must elect (from among themselves) a Chairperson, Vice-Chairperson, Treasurer and Secretary.
- (28) In addition to the office-bearers, the trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- (29) All of the office-bearers (along with all trustees) will cease to hold office immediately prior to the item on election of trustees, at each AGM, but each trustee will be eligible for re-election at that point, or co-option thereafter.
- (30) A person elected to any office will automatically cease to hold that office: -
- (30.1) If he/she ceases to be a trustee; *or*
 - (30.2) If he/she gives to the organisation a signed notice of resignation from that office.

Powers of the Board

- (31) Except where this constitution states otherwise, AMS (and its assets and operations) will be managed by the Board.
- (32) A meeting of the Board at which a quorum is present may exercise all the powers of AMS.
- (33) The members may, by way of a resolution passed in compliance with clause 78.3 (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.
- (34) The Board may co-opt additional trustees between AGM's, at their discretion:
- (34.1) To fill any vacancies on the Board to the maximum number of trustees specified in clause 22.
 - (34.2) To co-opt up to three additional trustees throughout the year, and

(34.3) Such trustees will have voting rights at meetings of the trustees.

Trustees - general duties

(35) Each of the trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-

(35.1) Seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;

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

(35.3) in circumstances giving rise to the possibility of a conflict of interest between the AMS and any other party:

(35.3.1) Put the interests of AMS before that of the other party;

(35.3.2) Where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;

(35.3.2) Ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

(36) In addition to the duties outlined in clause 35 all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

(36.1) That any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

(36.2) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

Delegation to Committee(s)

(37) The Board may delegate any of their powers or functions to a committee of two or more trustees under the following terms:

(37.1) The details of any delegation must be recorded in the minute of the Board meeting establishing the committee and added to the Standing Orders.

(37.2) The Board may impose conditions when delegating, including the conditions that:

(37.2.1) The relevant powers are to be exercised exclusively by the committee to whom they delegate;

(37.2.2) No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board.

(37.3) The Board may revoke or alter a delegation.

(37.4) All acts and proceedings of any committees must be fully and promptly reported to the Board.

Trustee Remuneration and Expenses

- (38) No trustee shall be entitled to any remuneration, in respect of his/her office as a trustee.
- (39) The trustees may be paid all travelling and other expenses properly incurred by them in connection with the carrying-out of their duties, with the exception of attending Board/Members meetings, unless otherwise agreed by the Board.
- (40) A trustee may be employed by AMS or enter into a contract for the supply of goods or services to AMS provided it is in accordance with section 67 of the Charities and Trustee Investment (Scotland) Act 2005.

Termination of Office

- (41) A trustee will automatically cease to hold office if;
 - (41.1) He/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (41.2) He/she becomes incapable for medical reasons of carrying out his/her duties as a trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - (41.3) He/she ceases to be a member of AMS;
 - (41.4) He/she gives the Board signed notice of resignation.

Removal from Office

- (42) Provided a trustee has been given: prior written notice by the Board, of the grounds upon which a resolution for his/her removal is to be proposed, and; no less notice than the minimum period required in calling the meeting at which removal is to be considered; and is offered the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote, a trustee may be removed from office if;
 - (42.1) He/she is absent (without good reason, in the opinion of the Board) for more than three consecutive meetings of the Board - but only if a two thirds majority of the Board then in office resolve to remove him/her from office;
 - (42.2) He/she is removed from office by resolution of a two thirds majority of the Board then in office, on the grounds that he/she is considered to have committed a material breach of the code of conduct for Charity Trustees;
 - (42.3) He/she is removed from office by resolution of a two thirds majority of the Board then in office, 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
 - (42.4) He/she is removed from office by a resolution of a two thirds majority, the members present and eligible to vote at a members' meeting.

Trustees Period of Appointment

- (43) All trustee's will stand down at each AGM, immediately prior to the item on election of trustees, but each trustee will be eligible for re-election at that point, or co-option thereafter.

Decision Making by the Trustees

Frequency of Board meetings

- (44) The Board will decide amongst themselves when and how often they will meet, provided such meetings do not amount to less than 6 per calendar year.
- (45) At least 14 days' notice must be given of each Board meeting, unless there is a degree of urgency which makes that inappropriate.

Procedures at Board meetings

- (46) No valid decisions can be taken at a Board Meeting unless a quorum is present; the quorum for Board meetings is 3 trustees, present in person.
- (47) If at any time the number of trustees in office falls below the number stated as the quorum in clause 46, the remaining trustee(s) will have power to fill the vacancies or call a Members Meeting - but will not be able to take any other valid decisions until a quorum is achieved.
- (48) The Chairperson of AMS should act as Chairperson of each Board Meeting.
- (49) If the Chairperson is not present within 15 minutes after the time at which the meeting was due to start, or such brief additional period as is unanimously agreed by those trustees present (or where the Chairperson is present but is not willing to act as Chairperson), the trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.
- (50) Every trustee has one vote, which must be given personally.
- (51) Excepting those conditions otherwise stated in this constitution or required by the 2005 Act, all resolutions at Board meetings will be passed on majority vote.
- (52) If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- (53) The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a trustee - but on the basis that he/she must not participate in decision-making.
- (54) A trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- (55) For the purposes of clause 54 a trustee will be deemed to have a personal interest to a particular matter if:

- (55.1) An interest is held by an individual who is “connected” with the trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc);
- (55.2) An external body in relation to which the trustee is an employee, director, member of the management committee, officer or elected representative has an interest in that matter;
- (55.3) The matter is in relation to the personal remuneration of the trustee under the terms of clause 40.

Minutes

- (56) The Board must ensure that proper minutes are kept in relation to all Board meetings, and meetings of Committee(s).
- (57) The minutes to be kept under clause 56 must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.
- (58) The Board shall (subject to clause 59) make available copies of the minutes referred to in clause 56 to any member of the public requesting them.
- (59) The Board may exclude from any copy of minutes made available to a member of the public under clause 58 any material which the Board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

Decision-Making By The Members

Frequency of meetings

- (60) The Board must arrange an Annual General Meeting (AGM) in each calendar year.
- (61) Without prejudice to clause 62 and except by special resolution at an SGM, each AGM must be held within 9 months of the financial year end.
- (62) In compliance with the SCIO regulations 2011, a members meeting must be held within 15 months of the date on which OSCR enters the SCIO in the Register, and at least once every 15 months thereafter. Such meeting shall be called by members or in the absence of such a call, by the Board, by the procedures governing an SGM or an AGM.
- (63) Special General Meetings may be called as required.

Annual General Meetings

- (64) The business of each AGM must include;
 - (64.1) A report by the Chairperson on the activities of AMS;
 - (64.2) A report by the Treasurer and consideration of the annual accounts of AMS;
 - (64.3) The election/re-election of trustees;

- (64.4) Consideration of the membership fee.

Special General Meeting

- (65) All members meetings other than the AGM shall be called Special General Meetings (SGM's).
- (65.1) The Chairperson of the Board at his/her own discretion, or a majority of the Board may, at any time, call a SGM, specifying the reason for the meeting. Alternatively, on receipt of a written request signed by not less than 20 full members or 25% of the membership, whichever number is lesser, the Secretary, failing which another Trustee, shall undertake the duty of calling the SGM. Any request must specify the matter(s) to be considered at the meeting. In the event that no Trustees remain in post the members requesting the meeting shall agree a procedure to call the meeting.

Notice of members' meetings

- (66) At least 28 clear days' notice must be given of any AGM or SGM.
- (67) The notice calling a SGM must specify what business is to be dealt with at the meeting; and,
- (67.1) In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or,
- (67.2) In the case of any other resolution falling within clause 78 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- (68) The reference to "clear days" in clause 66 shall be taken to mean that, in calculating the period of notice,
- (68.1) The day after the notices are despatched should be excluded; and
- (68.2) The day of the meeting itself should also be excluded.
- (69) Notice of every members meeting must be given to all the members of the organisation; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

Procedure at members' meetings

- (70) A SGM shall consider only the business identified in the request calling the meeting, and no other matter.
- (71) No valid decisions can be taken at any members meeting unless a quorum is present. The quorum for a members' meeting is either 8 members or 10% of the membership whichever number is lesser.
- (72) If a quorum is not present within 30 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.
- (73) The Chairperson of AMS should act as Chairperson of each members meeting.

- (74) At each AGM all members of the Board will stand down immediately before the item of election of trustees. Where practical a member not nominated as a trustee for that election shall hold the Chair for that item. In the event that it is not practical the outgoing Chairperson may take that item and thereafter, by members agreement, may continue to chair the meeting for the remaining agenda items.
- (75) If the Chairperson of AMS is not present within 30 minutes after the time at which the meeting was due to start (or is not willing to act as Chairperson), the trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting, failing which the members present must elect a full member present to act as chairperson of that meeting.

Voting at members' meetings

- (76) Every full member has one vote, which must be given personally.
- (77) All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 78.
- (78) 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:
- (78.1) A resolution amending the constitution;
 - (78.2) A resolution expelling a person from membership;
 - (78.3) A resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - (78.4) A resolution approving the amalgamation of AMS with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - (78.5) A resolution to the effect that all of AMS'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);
 - (78.6) A resolution for the winding up or dissolution of the organisation.
- (79) If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- (80) 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.
- (81) 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.

Minutes of Members Meetings

- (82) The Board must ensure that proper minutes are kept in relation to all members' meetings.
- (83) Minutes of members' meetings should be signed by the Chairperson of the meeting.

- (84) The Board shall make available copies of the minutes referred to in clause 82 to any member of the public requesting them; but on the basis that the Board may exclude confidential material to the same grounds permitted under clause 59.

Accounts

Operation

- (85) Subject to clause 86, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a trustee.
- (86) In the operation of any bank or building society account using electronic facilities, the authorisations required for operations on that account must be consistent with the approach reflected in clause 85 and may also be by electronic facilities, provided they comply with procedures set out by the Board.

Records and Annual Accounts

- (87) The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- (88) 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

Standing Orders

- (89) The Board may define and maintain Standing Orders, to provide rules of procedure, codes of conduct, terms of operation and definitions, in addition to or qualifying those identified in the Constitution.
- (90) The Board may amend Standing Orders from time to time, with the exception of any clause referring to a statutory requirement or a clause adopted as a permanent item at an AGM or at a Special General Meeting called for the purpose of amending Standing Orders.

Dissolution

- (91) If the Management Committee decides at any time that it is necessary or advisable to dissolve AMS, it shall call a Dissolution Meeting. This meeting shall be called on the same terms as a Special General Meeting excepting the following. A decision to dissolve AMS will not require the Quorum necessary for a Special General Meeting but the act of dissolution will need to be agreed by no less than two thirds of those present at the Dissolution Meeting. In the event, of dissolution all money and property shall be given to a suitable charitable organisation. The term 'charitable organisation' shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts. The members present at the meeting will decide upon this suitable charitable organisation which, as far as possible, will be one with similar aims to AMS.

Alterations to the constitution

- (92) This constitution may (subject to the conditions in clauses 12.2 and 78) be altered by resolution of the members passed at a members' meeting or by way of a written resolution of the members, subject to a two thirds majority of the members then registered subscribing to the written resolution.
- (93) This constitution acknowledges that the Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR). Any resolution so passed shall be deemed to be conditional on the relevant consent, but provided any variation in wording agreed with OSCR does not materially change the intent of the resolution no additional meeting will be required to approve any revised wording.

Interpretation

- (94) References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- (94.1) Any statutory provision which adds to, modifies or replaces that Act; and
 - (94.2) Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under 94.1 above.
- (95) In this constitution:
- (95.1) "Charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes.
 - (95.2) "The Act" and "The 2005 Act" mean the Charities and Trustee Investment (Scotland) Act 2005.