CONSTITUTION OF ST BOSWELLS VILLAGE HALL

Scottish Charitable Incorporated Organisation SC048481

Registered 20 June 2018

Constitution revised 13 November 2025,

following the Charities (Regulation and Administration) (Scotland) Act 2023

GENERAL

Type of organisation

1. The organisation is a Scottish Charitable Incorporated Organisation (SCIO): St Boswells Village Hall, SC048481. It replaces a previous organization, St Boswells Public Hall, SCO35577, which was wound up, with OSCR being fully notified and giving its consent.

Scottish principal office

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

Name

3. The name of the organisation is "St Boswells Village Hall".

Purposes

4. The organisation's purposes are:

> To provide and maintain St Boswells Village Hall and to organise activities for the benefit of the inhabitants of St Boswells and environs in the Scottish Borders, without distinction of political, religious or other opinions, for recreation, leisure and educational purposes of all kinds with the object of improving the conditions of life of the said inhabitants.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the trustees or volunteers– other 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

7. The charity's trustees and volunteers 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 the organisation is unable to meet its debts, the trustees and volunteers will not be held responsible.

8. The charity's trustees and volunteers have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally. Revised and updated information is comprised within the Charities (Regulation and Administration) (Scotland) Act 2023.

General structure

9. The structure of the organisation consists of:

9.1A. The COMMITTEE - who hold regular meetings and generally control the activities of the organisation; for example, the committee is responsible for monitoring and controlling the financial position of the organisation. Committee meetings are generally open to the public, but on occasion the trustees may hold special meetings for reserved business.

9.1B. The people serving on the committee are referred to in this Constitution as CHARITY TRUSTEES. Following the Charities (Regulation and Administration) (Scotland) Act 2023, charity trustees must be defined as "the individuals responsible for the overall control and management of a charity. They may be referred to in your charity as directors or committee members, but legally, they are recognised as 'charity trustees'".

9.2. FRIENDS of the organisation. Such volunteers are not trustees, but helpers who may assist the committee in specific delegated tasks, under the management of the committee. Friends may serve on sub-committees. See clauses 70 and 71 below.

TRUSTEES

Number of charity trustees

10. The maximum number of charity trustees is 14.

11. The minimum number of charity trustees is 5.

Eligibility

12. A person will not be eligible for election or appointment to the committee if they are:

12.1. An employee of the organization.

12.2. Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005. Rules for automatic disqualification relate to individuals who

- have an unspent conviction for an offence involving dishonesty or an offence under the 2005 act
- are an undischarged bankrupt or have a Protected Trust Deed
- have been removed under either Scottish or English law or by the courts from being a charity trustee
- have been disqualified from being a company director.

12.3. The Charities (Regulation and Administration) (Scotland) Act 2023 extends the criteria that result in the automatic disqualification of trustees. The new range of criteria now includes those who are on the sexual offenders register or have been convicted of terrorism.

12.4. The Scottish Charity Regulator (OSCR) has the power to waive individual disqualification in certain specific cases.

Election, re-election, retirement of trustees

13. At each AGM ("Annual General Meeting" – see clauses 61-63), the meeting may elect any individual (unless they are debarred from this role under clause 12) to be a charity trustee.

13.1. At each AGM, all of the existing charity trustees shall retire from office – but shall then be eligible for re-election.

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

14.1. they advise the committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

14.2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or

14.3. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

15. A charity trustee will automatically cease to hold office if:

15.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or the Charities (Regulation and Administration) (Scotland) Act 2023.

15.2. 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;

15.3. they become an employee of the organisation;

15.4. they give the organisation a notice of resignation, signed by them;

15.5. they are absent (without good reason, in the opinion of the committee) from more than three consecutive meetings of the committee - but only if the committee resolves to remove them from office;

15.6. they are removed from office by resolution of the committee on the grounds that they are considered to have committed a material breach of the organisation's code of conduct for charity trustees;

15.7. they are removed from office by resolution of the committee on the grounds that they are considered to have been in serious or persistent breach of their duties, applying the rules of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities (Regulation and Administration) (Scotland) Act 2023.

16. A resolution under paragraph 15.6 or 15.7 will be valid only if:

16.1. 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;

16.2. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

16.3. in the case of a resolution under paragraph 15.5, 15.6 or 15.7, at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

17. The committee must keep a register of charity trustees, setting out

17.1. for each current trustee

17.1.1. their full name and address;

17.1.2. the date on which they were appointed as a charity trustee; and

17.1.3. any office held by them in the organisation;

17.2. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:

17.2.1. the name of the charity trustee;

17.2.2. any office held by them in the organisation; and

17.2.3. the date on which they ceased to be a charity trustee.

18. The committee must ensure that the register of charity trustees is updated within 28 days of any change:

18.1. which arises from a resolution of the committee or a resolution passed by the trustees of the organisation; or

18.2. which is notified to the organisation.

18.3 If any person requests a copy of the register of charity trustees, the 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 charity trustee of the organisation, the committee may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Publication of charity trustees' names on the Scottish Charity Register

19. OSCR now requires charities to submit the following details for each charity trustee: 1. Name. 2. Home address. 3. Email address. 4. Telephone number. 5. Date of birth. These details will be kept securely by OSCR, to help them "regulate charities more effectively" and to contact trustees where they need to.

20. The first and last name of each charity trustee will be published on the Scottish Charity Register.

Office-bearers

21. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary. These elections are in the hands of the trustees.

22. In addition to the office-bearers required under clause 21, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate. Our bookings clerk/coordinator has been designated an office-bearer by the committee. Therefore, election to this office is also in the hands of the trustees.

23. A charity trustee may be elected to any of the above offices at any committee meeting to serve in an "acting" capacity until the next AGM, when statutory elections take place.

24. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 21 or 22.

25. A person elected to any office will automatically cease to hold that office:

25.1. if they cease to be a charity trustee; or

25.2. if they give to the organisation a notice of resignation from that office, signed by them.

Powers of the committee (comprising the charity trustees)

26. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the committee; and the committee may exercise all the powers of the organisation.

27. A meeting of the committee at which a quorum is present may exercise all powers exercisable by the committee.

28. The trustees may, by way of a resolution passed in compliance with the requirement for a two-thirds majority, direct the committee to take any particular step or direct it not to take any particular step; and the committee shall give effect to any such direction accordingly.

Charity trustees - general duties

29. 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:

29.1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;

29.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

29.3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

29.3.1. put the interests of the organisation before that of the other party;

29.3.2 where any other duty prevents them 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;

29.3.3. 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 and the Charities (Regulation and Administration) (Scotland) Act 2023.

30. In addition to the duties outlined in clause 29, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:

30.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

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

31. 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 organisation for carrying out their duties as a charity trustee. In special circumstances (as determined by the committee), the charity trustees may be paid certain travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

32. Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 31 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005) and the Charities (Regulation and Administration) (Scotland) Act 2023), they may retain any personal benefit which arises from that arrangement.

Code of conduct for charity trustees

33. Each of the charity trustees shall comply with the charity's Code of Conduct as prescribed by the committee.

This Code of Conduct is published on the hall's website. A copy shall be made available to anyone who requests one.

34. This Code of Conduct 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 the Charities (Regulation and Administration) (Scotland) Act 2023, 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.

MEETINGS

Notice of committee meetings

35. Any charity trustee may call a committee meeting or ask the secretary to call a committee meeting.

36. At least 7 clear days' notice must be given of each meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate. At least 14 clear days' notice must be given of any AGM or any special meeting.

37. The notice calling a meeting must specify in general terms what business is to be dealt with at the meeting; and

> 37.1. in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or
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> 37.2. in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

38. The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,

> 38.1. the day after the notices are posted (or sent by e-mail) should be excluded; and
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> 38.2. the day of the meeting itself should also be excluded.

39. Notice of every meeting must be given to all of those involved in the organisation; but the accidental omission to give notice to one or more individuals will not invalidate the proceedings at the meeting.

40. Any notice which requires to be given to any such person under this Constitution must be:

> 40.1. sent by post to the individual, at the address last notified by them to the organisation; or
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> 40.2. sent by e-mail to the individual, at the e-mail address last notified by them to the organisation.

Procedure at committee meetings

41. No valid decisions can be taken at a meeting unless a quorum is present; the

quorum for committee meetings is 5 charity trustees, present in person. In special or emergency situations (designated as such by the trustees), a virtual meeting may be set up.

42. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 41, the remaining charity trustee(s) will have power to fill the vacancies or call a special meeting - but will not be able to take any other valid decisions.

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

44. 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 charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

45. Every charity trustee has one vote, which must be given personally. For the possibility of a 'postal vote' in exceptional circumstances, see 52 below.

46. All decisions at committee meetings will be made by majority vote.

47. 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.

48. The committee may, at its discretion, allow any person to attend and speak at a meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.

49. A charity trustee must not vote at a committee meeting (or at a meeting of a sub-committee) 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 being dealt with.

50. For the purposes of clause 49:

> 50.1. an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (spouse, partner, child, parent, sibling etc.) shall be deemed to be held by that charity trustee;
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> 50.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

51. The committee may arrange a special meeting at any time.

> 51.1. the notice of this meeting must state the purposes for which it is to be held; and

51.2. the committee must ensure those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005, the Charities (Regulation and Administration) (Scotland) Act 2023, or any other statutory provision.

Voting at committee meetings

52. Every trustee has one vote, which must be given personally. In the case in which a trustee is unable to attend a committee meeting, if the matter in question is deemed of sufficient importance by the chairperson and secretary then a 'postal ballot' will be acceptable, as sent to both those officers. Email may be used for this purpose.

53. All decisions at meetings will be made by majority vote - with the exception of the types of resolution listed in clause 54.

54. The following resolutions will be valid only if passed by not less than three quarters of those voting on the resolution at a committee meeting (or if passed by way of a written resolution under clause 58):

54.1. a resolution amending the Constitution;

54.2. a resolution terminating a person's trusteeship under clause 15;

54.3. a resolution directing the committee to take any particular step (or directing the committee not to take any particular step);

54.4. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

54.5. 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);

54.6. a resolution for the winding up or dissolution of the organisation.

55. 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.

56. A resolution put to the vote at a meeting will be decided on a show of hands - unless a secret ballot is asked for by the chairperson or at least two other trustees present at the meeting.

57. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by trustees

58. A resolution agreed to in writing (or by e-mail) by all the trustees will be as valid as if it had been passed at a meeting; the date of the resolution will be taken to be the date on which the last trustee agreed to it.

Minutes

59. The committee must ensure that proper minutes are kept in relation to all committee meetings and meetings of sub-committees.

60. The minutes to be kept under clause 59 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

Procedure at AGMs

61. The committee (comprising the charity trustees) must arrange an annual general meeting (or "AGM") in each calendar year.

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

63. The business of each AGM must include:

63.1. a report by the chair on the activities of the organisation;

63.2. consideration of the annual accounts of the organisation;

64.3. the election/re-election of charity trustees, as referred to in clauses 13 and 14.

DELEGATION TO SUB-COMMITTEES

65. The charity trustees may delegate certain of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.

66. The trustees may also delegate to the chair of the sub-committee (or the holder of any other post within it) such of their powers as they may consider appropriate.

67. When delegating powers under clause 65 or 66, the trustees must set out appropriate conditions, which must include an obligation to report regularly to the committee.

68. Any delegation of powers under clause 66 or 67 or 98 may be revoked or altered by the trustees at any time.

69. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the trustees.

FRIENDS OF ST BOSWELLS VILLAGE HALL

70. "Friends" of the charity St Boswells Village Hall are not Charity Trustees. They are volunteers who undertake special tasks as delegated by the trustees, under the

general supervision of the committee. These tasks may include:

70.1. acting as a consultant in an area where they have special expertise.

70.2. carrying out a particular task specified by the committee or a sub-committee.

70.3. serving on a sub-committee.

70.4. assisting a trustee or trustees in the carrying-out of their duties.

71. Certain aspects of the Charities and Trustee Investment (Scotland) Act 2005, section 66, which concerns general duties and appropriate conduct in respect of charity trustees, also apply to volunteers working for a SCIO. (See further clauses 29-32 above). In the case in which, in special circumstances, a "friend" should take on a senior management function, they are subject to the same "eligibility" criteria as trustees, as specified in clause 12.

FINANCES; OPERATION OF ACCOUNTS

72. Any sum paid out of any of the charity's bank accounts must be made with the knowledge of at least two trustees, one of whom will be (in normal circumstances) the treasurer.

73. For paying out individual sums of money in excess of an amount which will be determined from time to time by the trustees, two signatures of individuals appointed by the committee will be required.

74. Where the organisation 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 reflected in clause 73.

Accounting records and annual accounts

75. The committee has collective responsibility for ensuring that proper accounting records are kept, in accordance with all applicable statutory requirements, particularly those laid down by OSCR and HMRC.

76. The treasurer shall present a statement concerning the charity's accounts at every committee meeting.

77. The trustees, under the leadership of the treasurer, must prepare annual accounts, complying with all relevant statutory requirements, which are to be presented for approval at the AGM.

78. These accounts must be reviewed and approved by an independent examiner, i.e. a person who is neither a charity trustee nor has a "connection" with or "interest" in relation to a charity trustee as specified in clause 50 above.

79. If an audit is required under any statutory provisions (or if the committee considers that an audit would be appropriate for some other reason), the committee should ensure that an audit of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Winding-up

80. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005 and any subsequent legislation, with reference to advice provided by OSCR.

81. Any surplus assets available to the organisation 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 organisation as set out in this Constitution.

Alterations to the constitution

82. This constitution may (subject to clause 83) be altered by resolution of the trustees passed at a committee meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the trustees).

83. 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 OSCR.

Interpretation

84. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 and the Charities (Regulation and Administration) (Scotland) Act 2023 should be taken to include:

> 84.1. any statutory provision which adds to, modifies or replaces that Act; and
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> 84.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 84.1 above.

85. In this Constitution:

> 85.1. "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 2011, providing (in either case) that its objects are limited to charitable purposes;
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> 85.2. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
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> 85.3. The term "Committee" is exclusively used to refer to the group of individuals responsible for the overall control and management of this charity, namely the charity trustees. See clause 9.1. For sub-committees see clauses 65-69.

Signed 13 November 2025, at AGM.

Chairperson (sign and print name): J.D. Oliver J. D. OLIVER

Treasurer (sign and print name): DAVID WHITLEY

Secretary (sign and print name): ALASTAIR MINNIS