

CONSTITUTION OF
ECZEMA OUTREACH SUPPORT

CONSTITUTION
of
ECZEMA OUTREACH SUPPORT

CONTENTS		
GENERAL	type of organisation, Principal office, name, purposes, powers, liability, general structure	clauses 1 - 9
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 10 - 25
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 26 - 55
BOARD (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 56 - 82
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 83 - 95

ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 96 - 104
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 105 - 110

GENERAL

Type of organisation

- 1 The organisation will be a Scottish Charitable Incorporated Organisation (SCIO).

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 "ECZEMA OUTREACH SUPPORT"

Purposes

- 4 The organisation's purposes, for the benefit of children and young people up to the age of 25 living with or affected by eczema (the "beneficiaries"), are:
 - 4.1 To relieve those beneficiaries in need by ensuring that they are given the opportunity to meet their full potential in life. This includes working with carers, professionals, policy makers and the wider community to support beneficiaries and their families.
 - 4.2 To advance the physical and mental health of beneficiaries by equipping carers, professionals, policy makers and the wider community with appropriate knowledge to support and deliver quality services to beneficiaries and their families.
 - 4.3 To promote equality and diversity to ensure beneficiaries are provided with equal opportunities. Carers, professionals, policy makers and the wider community understand the needs of the beneficiaries and are able to design and deliver inclusive services.
 - 4.4 Any other purpose that may be regarded as analogous to any of the preceding purposes.

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 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 the organisation 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 members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities that 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 the organisation consists of:-
 - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself.
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
 - 9.3 the people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 10 Membership is open to any individual aged 16 or over who resides in the UK and has an interest or connection to eczema, and is aligned with the values of the organisation.
 - 10.1 Employees of the organisation are not eligible for membership; and a person who becomes an employee of the organisation after admission to

membership will automatically cease to be a member.

10.2 Membership will last for 12 months with the option of annual renewal.

10.2.1 If the date an individual is registered as a member is within 3 months of the annual renewal date as determined by the board, their membership will automatically renew until the following annual renewal date.

10.3 The board have the power to create any additional categories of membership as they see fit and to set the rules and regulations for these categories.

Application for membership

- 11 Any person who wishes to become a member must complete and submit an application for membership and give consent for the organisation to contact them and hold personal data.
- 12 The board may, at its absolute discretion, refuse membership to any person.
- 13 If their application is accepted, the board shall confirm to new members their date of registration as a member of the organisation.

Membership subscription

- 14 Charity trustees may set a fee for membership, and may update such fee from time to time.

Register of members

- 15 The board must keep a register of members, setting out:
 - 15.1 for each current member:
 - 15.1.1 their full name and address; and
 - 15.1.2 the date on which they were registered as a member of the organisation;
 - 15.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 15.2.1 their name; and
 - 15.2.2 the date on which they ceased to be a member.

- 16 The board must ensure that the register of members is updated within 28 days of any change:

16.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

16.2 which is notified to the organisation.

17 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

18 Any member can request a copy of their personal data held by the organisation in writing.

Withdrawal from membership

19 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation. This can be completed by emailing the organisation or by the completion of a membership withdrawal form on the organisation's website. They will cease to be a member as from the time the notice is received by the organisation.

Transfer of membership

20 Membership of the organisation may not be transferred by a member.

Renewal of membership

21 The board shall, on an annual basis and no longer than 15 months since the last renewal date, issue notices to the members requiring them to confirm that they wish to renew their membership of the organisation and allowing them a period of 3 months (running from the date of issue of the notice) to provide that confirmation to the board.

22 If a member fails to provide confirmation to the board (in writing or by e-mail that he/she/they wishes to remain as a member of the organisation before the expiry of the 3-month period, their membership shall cease.

23 A notice under clause 21 will not be valid unless it refers specifically to the consequences (under clause 22) of failing to provide confirmation within the 3-month period.

Termination of membership

24 Membership of the organisation will terminate on:

24.1 death of the member

24.2 if a member leaves the UK

24.3 if a charity trustee is removed from office

24.4 if a member does not make an active renewal of their membership

Expulsion from membership

25 Any person may be expelled from membership by the board provided the following procedures are observed:-

25.1 the board has discussed the reasons for suggesting expulsion and no less than two thirds of the charity trustees agree that expulsion is required;

25.2 the member concerned is given written notice of the decision, specifying the grounds for the proposed expulsion;

25.3 the member concerned is entitled to appeal the decision in writing within 21 days of the notice;

25.4 in the case of an appeal, a re-vote by the board is required with no less than two thirds of the charity trustees agreeing to expulsion.

DECISION-MAKING BY THE MEMBERS

Members' meetings

26 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

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

28 The business of each AGM must include:-

28.1 a report by the chair on the activities of the organisation;

28.2 consideration of the annual accounts of the organisation;

28.3 the election/re-election of charity trustees.

29 The board may arrange a special members' meeting at any time.

Power to request the board to arrange a special members' meeting

30 The board 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 who amount to 5% or more of the total membership of the organisation at the time, providing:

30.1 the notice states the purposes for which the meeting is to

be held;

30.2 and those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision;

30.3 the notice states the purposes for which the meeting is to be held;

30.4 and those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.

31 If the board receives a notice under clause 30, 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

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

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

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

33.2 in the case of any other resolution requiring for two-thirds majority, must set out the exact terms of the resolution.

34 The reference to "clear days" shall be taken to mean that, in calculating the period of notice,

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

34.2 the day of the meeting itself should also be excluded.

35 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.

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

36.1 sent by post to the member, at the address last notified by them to the organisation; or

36.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

- 37 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 38 Every member has one vote, which (whether on a show of hands or a secret ballot) must be given either personally or by proxy.
- 39 The quorum for a members' meeting shall be 5 persons entitled to vote, each being a member or a proxy for a member.
- 40 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.
- 41 A member who wishes to appoint a proxy to vote on their behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by them.
- 42 A proxy need not be a member of the organisation.
- 43 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
- 45 The chair of the organisation should act as chairperson of each members' meeting.
- 46 If the chair of the organisation 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.

Voting at members' meetings

- 47 Every member has one vote, which must be given personally.
- 48 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in the following clause.
- 49 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 53):

- 49.1 a resolution amending the constitution;
 - 49.2 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 49.3 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);
 - 49.4 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);
 - 49.5 a resolution for the winding up or dissolution of the organisation.
- 50 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.
- 51 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as proxies for members) ask for a secret ballot.
- 52 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

- 53 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.

Minutes

- 54 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 55 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed, by wet or electronic signature, by the chairperson of the meeting.

BOARD

Number of charity trustees

- 56 The maximum number of charity trustees is 11

57 The minimum number of charity trustees is 3.

Eligibility

58 A person will not be eligible for election or appointment to the board unless they are a member of the organisation.

59 A person will not be eligible for election or appointment to the board if he/she is: -

59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

59.2 an employee of the organisation.

Election, retiral, re-election

60 The board may, at any time and subject to not exceeding the maximum number of charity trustees, co-opt any member to fill a vacancy or as an additional charity trustee until the immediately following AGM, where they will retire but be eligible for election.

61 Prior to each AGM:

61.1 Each member will be given the opportunity to nominate members for election as charity trustees. Members shall be permitted to nominate themselves for election.

61.2 Any charity trustee whose first or second term is due to expire at the upcoming AGM shall confirm to the board whether they wish to be nominated for election to serve a subsequent term.

61.3 The AGM notice shall include the names of all those nominated for election under clauses 60 and 61, who have confirmed their willingness to act.

62 At each AGM

62.1 The board shall confirm the election process, as agreed by the board from time to time.

62.2 The members in attendance and by proxy shall vote to elect the charity trustees.

63 Each charity trustee shall be elected for a period of up to 3 years and may be elected for a total of up to 9 years, whether consecutive or otherwise. After serving a combined total of 9 years, a charity trustee shall not be eligible for re-election.

Termination of office

64 A charity trustee will automatically cease to hold office if:-

- 64.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 64.2 he/she becomes 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;
- 64.3 he/she ceases to be a member of the organisation;
- 64.4 he/she becomes an employee of the organisation;
- 64.5 he/she gives the organisation a notice of resignation, signed by them;
- 64.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
- 64.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees;
- 64.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 64.9 he/she is removed from office by a resolution of the members passed at a members' meeting.

65 A resolution for breach of code of conduct, duties or at a member's meeting shall be valid only if:-

- 65.1 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;
- 65.2 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
- 65.3 in the case of a resolution for breach of code of conduct or duties, 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

66 The organisation must keep a register of charity trustees, setting out

- 66.1 for each current charity trustee:
- 66.1.1 their full name and address
 - 66.1.2 the date on which they were appointed as a charity trustee;
 - 66.1.3 any office held by them in the organisation;
 - 66.1.4 any office held by them in the organisation
- 66.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 66.2.1 the name of the charity trustee;
 - 66.2.2 any office held by them in the organisation; and
 - 66.2.3 the date on which he/she ceased to be a charity trustee.
- 67 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 67.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 67.2 which is notified to the organisation.
- 68 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 69 The charity trustees must elect (from among themselves) a chair and a treasurer.
- 70 In addition to the office-bearers required, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

- 71 Each office-bearer will cease to hold office after a period of 3 years of office, but may then be re-elected.
- 72 A person elected to any office will automatically cease to hold that office:-
- 72.1 if he/she ceases to be a charity trustee; or
 - 72.2 if he/she gives to the organisation a notice of resignation from that office, signed by them.

Powers of board

- 73 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 74 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 75 The members may, by way of a resolution passed by a 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.

Charity trustees - general duties

- 76 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:-
- 76.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 76.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 76.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 76.3.1 put the interests of the organisation before that of the other party;
 - 76.3.2 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;
 - 76.4 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.
- 77 In addition to the duties outlined above, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:-
- 16716308.1

- 77.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 77.2 that any charity trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 78 Provided they have declared their interest - and has 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 he/she has a personal interest; and (subject to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 79 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 80 The charity trustees 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. No salary will be paid to the trustees by the organisation.

Code of conduct for charity trustees

- 81 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 82 The 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 all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 83 Any charity trustee may call a meeting of the board
- 84 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at board meetings

- 85 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees. If at any time the number of charity trustees in office falls below the number stated as the quorum, the remaining charity 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.

- 86 The chair of the organisation should act as chairperson of each board meeting.
- 87 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.
- 88 Every charity trustee has one vote, which must be given personally.
- 89 All decisions at board meetings will be made by majority vote.
- 90 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.
- 91 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 92 A charity 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.
- 93 For the purposes of the above clause:-
- 93.1 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 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
 - 93.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 94 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 95 The minutes to be kept must include the names of those present.

ADMINISTRATION

Delegation to sub-committees

16716308.1

- 96 The board may delegate any 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.
- 97 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 98 When delegating powers, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 99 Any delegation of powers may be revoked or altered by the board at any time.
- 100 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

- 101 The signatures of two 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.
- 102 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 the above clause.

Accounting records and annual accounts

- 103 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 104 The board must prepare annual accounts, complying with all relevant statutory requirements; The board will ensure that an independent examination of the accounts (or audit if required under any statutory requirements) is carried out by a qualified person.

MISCELLANEOUS

Winding-up

- 105 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.
- 106 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

- 107 This constitution may be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority) or by
- 16716308.1

way of a written resolution of the members.

- 108 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 109 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

109.1 any statutory provision which adds to, modifies or replaces that Act; and

109.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 109.1 above.

- 110 In this constitution:-

110.1 "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;

110.2 "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

This constitution has been approved by the members of Eczema Outreach Support on

Printed Name: Position:

Date: