

# EDINBURGH SCHOOL UNIFORM BANK

## Strategic & Business Plan - 2018 -2023





## Strategic Plan

### 1. Purpose

The aim of Edinburgh School Uniform Bank (ESUB) is to provide school uniforms to children in families who are experiencing financial hardship.

ESUB is made up of a small group of volunteers working via a central hub in Balerno. Just like a food bank, we started a school uniform bank to help children and young people, affected by poverty, have the start they need for a good education. We aim to promote pride, dignity and self-esteem in children from families experiencing financial hardship in Edinburgh by providing good-quality school uniform and other clothing, equipment and supplies required for the school day. The families we aim to help often struggle to clothe and feed their children, and for many a new school uniform is out of reach. We want to help the poorest children in our society go to school with some dignity and with the right kit to get the most out of their education.

The uniforms are distributed by referral from organisations such as Social Work Departments, Women's Aid, Young Carers etc.

Edinburgh School Uniform Bank is a Scottish Charitable Incorporated Organisation (SCIO). Our charity number is SC047524.

The purpose of the Strategic & Business Plan is to provide information on ESUB's aims and objectives and the ways in which we propose to work towards them.

The plan is written for anyone with an interest in ESUB, including:

- The founding members and Board of Trustees
- Members
- Prospective members
- Volunteers
- Clients (referral agencies and school children/parents)
- Partner organisations
- Community organisations
- Funding organisations
- Local, regional and national government
- Health service or education providers
- Potential Employees

This plan has been prepared by the Board of Trustees of Edinburgh School Uniform Bank, between February 2018 and October 2019



|  |   |
|--|---|
| <p><b>Mission, vision values; public benefit</b></p> <p><b>The Mission -</b><br/>Our mission is to help alleviate the impact of poverty for families in Edinburgh, particularly the devastating effects that poverty can have on children. At the Edinburgh School Uniform Bank we believe that every child has the right to go to school with dignity, self-respect, pride and confidence. We supply brand new uniforms, alongside good quality used items, so that our young people can go to school the same as their peers and focus on learning as opposed to their appearance.</p> <p><b>The Vision -</b><br/>Our vision is to see a time when there will be no need for our services, but until then to keep satisfying the need.</p> <p><b>Our aims</b><br/>Our aim is to provide school uniforms to families experiencing financial hardship in Edinburgh.</p> <p><b>Context -</b><br/>Over 20% of children in Edinburgh live in poverty and every ward in the city registers a child poverty rate of at least 10% after housing costs.</p> | <p><b>Constitution -</b> Attached in appendix 1.</p> <p><b>ESUB is supported by:</b><br/>Numerous local individuals, businesses, elected representatives and funding bodies</p> |
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|--|--|
| <p><b>2. Drawing from the past</b></p> | <p>Our School Uniform Bank provides school uniform free of charge to those families most in need in the area, through a system of referrals and families can be referred by a number of professionals and organisations. These organisations include, schools, health visitors, social workers, youth workers and family support workers. All these individuals and organisations need to do is send us a list of what is required and where to drop it off. We do not have direct contact with the recipients. We do not hold any personal information beyond details of clothing sizes and colours. We keep details of the child's school year group and initials to identify duplicate referrals from different agencies or services.</p> |
|--|--|



Packs provided to children and young people consist of new items. But we also want to provide wider community benefit, by giving families access to good quality pre-loved uniform, that may have otherwise gone to landfill.

It is estimated that this year at least 100,000 kids in Scotland will be living below the poverty line. Their families will struggle to clothe and feed them, and for many a new school uniform is out of reach. We live in times where teachers report they're having to provide items to children themselves, or wash uniforms during PE lessons as families have no facilities at home. Some kids wear uniforms that they've grown out of, and as a result are easily singled out for bullying.

Edinburgh Council is acting to address the one in five (i.e. 20%) that are in poverty. Worryingly, in some parts of the city child poverty is running at 35%.

We think every child should have a decent school uniform, and we aim to provide that to those families who do not have the means to do so.

It costs about £150 to provide a proper school uniform, which will include a warm outdoor coat, gloves, hat and scarf (where required), a full PE kit, shoes, the uniform itself (including underwear, socks, tights and vests) and a stationery stocked school bag. The Edinburgh Police Fund for Children will provide coats and shoes <http://www.eltf.org.uk/funds/epfc/> We do not supply shoes (with the exception of PE shoes/trainers) as we cannot let the youngsters try them for fit.

We want children to know they are valued and remove a roadblock to a good education that should just not exist in 21st century Scotland.

We aim to be able to supply local children with any, or all, items of the school uniform. Therefore we are looking for donations of:

- Money
- All new and preloved uniform and PE kit
- Coats and Jackets
- New school socks and tights
- New schoolbags
- New pencil cases and stationery



We do get requests for specific items, and will post these to our Facebook Page, however if you have something and would like to donate it, please feel free to contact us.

We only offer Standard Packs in the Summer Back to School Period

**Condition of Items:**

All clothing should be freshly laundered. If you have a lot of items to donate, it would really help us if it was sorted and bagged by size and gender.

If clothing has been in storage please consider washing it again before donating to us, as this saves our volunteers having to take on this task.

We pride ourselves on passing on items in great condition. It makes all the difference to the family on the receiving end. If you are not sure whether your clothing donation is suitable or not, a good test is if you would give it to the children of a good friend? If the answer is yes, we are happy to receive it.

**Getting your donation to us:**

We have drop-off points all over Edinburgh at various libraries, local businesses and offices. The current list can be found on our website [www.edinburghuniform.org](http://www.edinburghuniform.org)

• **What we must continue to do and why**

Delivering our services – there is demand/need

• **Our learning from the past: about need, about ourselves, our performance (including what we must do differently incl. client feedback)**

Referral Numbers

| Calendar Year      | Number of referrals |
|--------------------|---------------------|
| 2017               | 308                 |
| 2018               | 644                 |
| 2019 up to mid Oct | 892                 |



Referral numbers are increasing. We are working to get feedback on why youngsters are being referred to us and introduce ways to check for duplicates. We want referrers to think through why they are referring – are they making sure the school uniform grant has been received etc.

**General thoughts on what we have learned over the past few years (in no particular order)**

- It seems easier to secure smaller amounts of funding for uniform than funding for overheads. We are working to secure longer-term funding.  
There are many generous people who will sponsor a child’s uniform and make repeat donations
- We are an organisation that addresses a particular problem and are not an organisation that campaigns or makes political statements.
- There is a need to cover the strategic and governance aspects of the charity in addition to the day to day running. Whilst all things are covered on a voluntary basis, the ability to separate the tasks and roles (even where it is the same people carrying them out) is essential.
- Getting the procedures and policies in place is essential so that they can be carried out by different people, reducing the reliance on individuals
- It is important to value and thank the volunteers and provide training where possible in order to retain them.

**Review of previous period against plan**

|  | Summer 2017 | Summer 2018 | Summer 2019 |
|--|-------------|-------------|-------------|
| Number of “back to school” packs provided to families (from May/June until August) | 208         | 359         | 673         |
| Number of “sponsor a child” packs received from supporters                         | 122         | 270         | 270         |



The summer is our busiest time when we prepare and deliver back-to-school packs. Demand has risen sharply but we have managed to fulfil every request.

A key part of each summer is our appeal for supporters to “sponsor a child” by donating a full set of uniform. We have refined our admin and logistics around this appeal each summer and we now have a very efficient way of working which we will build on year by year.

We have been joined by teams of volunteers from various workplaces each summer. This proves a huge help in getting through the enormous workload as well as for building relationships with the local business community.

Individual volunteer numbers have increased sharply over the years. We are developing self-led volunteering through fine-tuning of our process and training. We want to have more volunteers taking increased responsibility for certain tasks.

Lack of space is becoming an issue in our premises in Balerno High School, and the restricted opening hours in the summer can present challenges. However, on the plus side, we enjoy the support of the fabulous janitorial team at the school.

We are increasingly giving batches of good quality nearly-new uniform to schools and community groups. They can either give them to families as appropriate or use them as part of their own “swap shops” to encourage recycling in the community.

Donations in kind from businesses are increasing, which takes a little pressure off our continuous search for funding. We have received large batches of uniform from Aitken & Niven and from Marks & Spencer.

### **Review of achievements**

Questions to consider going forward:

1. Explore the possibility of employing someone?
2. Premises – try to stay at Balerno High School or rent a small industrial unit?
3. What to do with excess nearly new stock?
4. How to fund running costs?

### **Beneficiary research**



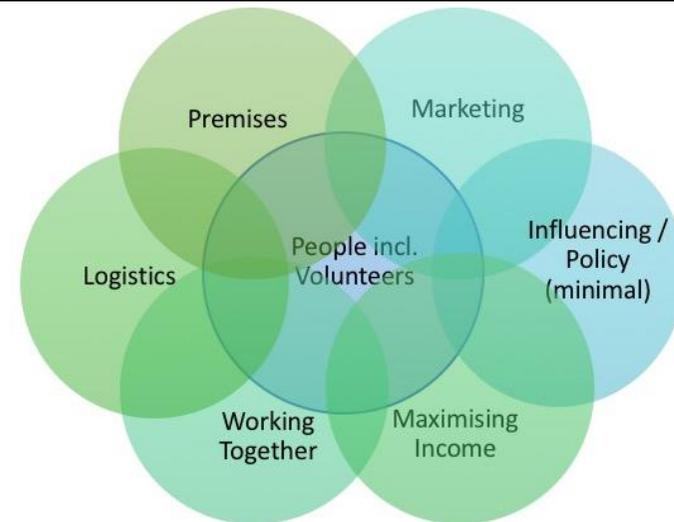
We will carry out research into the service with partner/referral agencies and with individuals (anonymously) in order to assess what works and what can be improved.

**3. Considering the future** Explore the world the organisation will be facing in the future. With the Mission and Vision as backdrop and context.

**Scenario planning**

**Action Headings 2018 - 2023**

These are shown in a “sort of” Venn diagram with full comments below. An overarching question has to be about current size and whether the organisation wants to (needs to?) grow any bigger. Some part of this will be determined by demand.



|        | Comments  |
|--------|---|
| People | Volunteers<br>Recruitment evenings<br>Volunteer management<br>Roles – need for different individuals to take on different areas – managing volunteers; marketing; accounting; logistics; managing uniform space etc. – should any of these roles be paid?<br>Paid v Unpaid<br>Working together<br>Peaks and troughs of activity and ensuring enough people available when required. |



|                                 |  |  |
|---------------------------------|--|--|
|                                 | <p>Supporters</p> <p>Partners – e.g. ELTF</p> <p>Key people – what happens if they leave (succession plan?)</p> <p>Finding other/new referrers</p> <p>Volunteers – different people with different skills &amp; time</p> <p>A staff job – what role? How many hours?</p>                   |  |
| Marketing                       | <p>Social Media</p> <p>Key messages</p> <p>Preparing an elevator pitch</p> <p>Speaking at events – opportunity to grow supporters, income generation</p> <p>Managing expectations</p>  |  |
| Influencing / Policy            | <p>Influence change – government, local authority, etc. but through delivery of ESUB and <b>not</b> through direct lobbying</p>  |  |
| Maximising Income Generation    | <p>Cashflow – currently ok</p> <p>Fundraising – including corporate sponsorship</p> <p>Local fundraising – e.g YPI, churches, charity of year</p> <p>Accounting – including responding to funders</p> <p>Money – how do we keep it coming in?</p> <p>Asking for clothes vs buying them</p> |  |
| Working Together in Partnership | <p>Supporters – how to keep them and how to get more</p> <p>Building links with local businesses to access volunteers, funding and donations in kind</p>   |  |
| Logistics                       | <p>Managing the summer rush</p> <p>Do we need a van?</p> <p>Could we set up an arrangement with a logistics company? CSR? Sponsorship?</p> <p>Manging stock levels – big or small</p> <p>Collection of items – volunteers? Van?</p> <p>Delivery of items</p>                               |  |
| Premises                        | <p>Where? And how to fund?</p> <p>Balerno High guaranteed until Dec 2020</p> <p>Hubs across the city?</p>  |  |



| Strengths   | Weaknesses   |
|---|--|
| <ul style="list-style-type: none"> <li>• Established - Building on several years activity</li> <li>• Minimal core costs – able to direct funds to uniforms</li> <li>• Strong volunteer team</li> <li>• Established distribution channels</li> <li>• Establishing strengths-based strategies</li> <li>• Establishing tasks and teams</li> <li>• Building social media activity</li> <li>• Stable financially</li> <li>• Able to attract investment – funders/donors</li> <li>• Have accommodation secured for next 15 months</li> <li>• number and generosity of supporters</li> <li>• passion of cause</li> <li>• everyone can relate to being at school</li> <li>• procedures in place</li> <li>• Environmental - re-use of clothes</li> </ul> | <ul style="list-style-type: none"> <li>• too reliant on too few people (although this is being addressed and improving) -admin staff might help</li> <li>• Reliant on volunteers</li> <li>• Limited experience of running a charity</li> <li>• Dependent on grants and/or donations</li> <li>• No individual leader (other than at board level); decisions taken by consensus</li> <li>• Strength of brand? Tie logo in with name?</li> </ul>                        |
| Opportunities   | Threats  |
| <ul style="list-style-type: none"> <li>• Joint working with other agencies</li> <li>• working with programmes like Discover!</li> <li>• Unique in Edinburgh</li> <li>• Could become a blueprint for other organisations on how to run a school uniform bank in their areas</li> <li>• New distribution channels</li> <li>• Able to attract investment – funders/donors</li> <li>• Data collected could be provided campaigners and decision makers – feed in to whole bigger picture</li> </ul>   | <ul style="list-style-type: none"> <li>• Supporters get bored</li> <li>• Too many requests to cope with - Demand exceeds ability to supply</li> <li>• Greater poverty post-Brexit (sponsors decrease while need for service increases)</li> <li>• Universal Credit</li> <li>• Other school uniform banks in other areas have gone bust</li> <li>• Dependent on grants and/or donations</li> <li>• Premises</li> <li>• Reliance on Facebook for supporters</li> </ul> |



## PEST Analysis Worksheet

|                       | Factor   | Opportunity | Threat  |
|-----------------------|--|-------------|---|
| <b>Political</b>      | Demise of two-party politics and the changing parliamentary landscape<br>The BREXIT Vortex<br>Political instability leaves charities vulnerable to being ignored<br>Diminished statutory funding and the impact of austerity<br>Increased privatisation and local strategic partnerships   |             | Ramifications across all areas of legislative, social and environmental life  |
| <b>Economic</b>       | BREXIT<br>Universal credit<br>Continuing economic uncertainty and threat of new recession<br>Economic uncertainty puts donation levels under threat<br>Potential younger donors squeezed by unaffordable housing   |             |   |
| <b>Socio-Cultural</b> | Universal Credit<br>Civic engagement has been transformed rather than diminished<br>An aging population will continue to transform society<br>Increased privatisation and local strategic partnerships (although not affecting ESUB directly)<br>Families in the UK are evolving<br>The UK continues to become more culturally diverse |             | The changes Brexit will bring are certain to affect the public space in which charities operate, as well as the national life they contribute to and yet there are few certainties about the course this will take. |
| <b>Technological</b>  | Charities have had mixed success at adapting to digital<br>Technological changes and advances are speeding up<br>Smartphones are changing the way we access and use the internet<br>Cashless technology is transforming banking, payments and donations  |             |   |



## Social Business Model Canvas

|   |   |  |   |   |
|---|---|--|---|---|
| <b>Key Resources</b> <ul style="list-style-type: none"> <li>• Clothing</li> <li>• Volunteers</li> <li>• Board</li> <li>• Premises – storage; sorting; packaging</li> <li>• Collection and Distribution system</li> <li>• Referral network</li> <li>• Finance</li> </ul> | <b>Key Activities</b><br>ESUB provides school uniform free of charge to those families most in need in the area, through a system of referrals from a number of professionals and organisations, including schools, health visitors, social workers, youth workers and family support workers. The individuals and organisations need to send us a list of what is required and where to drop it off. ESUB do not have direct contact with the recipients.<br>Packs provided to children and young people consist of new and nearly new items. We also provide wider community benefit, by giving families access to good quality pre-loved uniform, that may have otherwise have gone to landfill. | <b>Type of Intervention</b> <ul style="list-style-type: none"> <li>• Anti poverty</li> <li>• Social inclusion</li> <li>• Mental health</li> <li>• Equalities</li> <li>• Education</li> </ul> | <b>Segments</b> <ul style="list-style-type: none"> <li>• School children</li> <li>• Parents</li> <li>• Schools</li> <li>• Local authorities</li> <li>• Employers</li> </ul> | <b>Value Proposition</b> <ul style="list-style-type: none"> <li>• When schools report that there is no issue with children lacking uniforms</li> <li>• When there is no need for the service?</li> <li>• Influencing change - indirectly</li> </ul> |
| <b>Partners + Key Stakeholders</b> <ul style="list-style-type: none"> <li>• Volunteers</li> <li>• Children &amp; parents</li> <li>• Referral agencies</li> <li>• Donors</li> <li>• Sponsors</li> <li>• Funders</li> </ul>   |   | <b>Channels</b> <ul style="list-style-type: none"> <li>• Social media</li> <li>• Other agencies, including referrals</li> </ul>  |   |   |
| <b>Cost Structure</b> <ul style="list-style-type: none"> <li>• Uniforms</li> <li>• Premises</li> </ul>  | <b>Surplus</b><br>Any surpluses invested in purchasing more stock (uniforms)  | <b>Revenue</b> <ul style="list-style-type: none"> <li>• Donations from sponsors</li> <li>• Funds from funders</li> </ul>   |   |   |



|  |  |
|--|--|
| <b>4. Strategic aims, objectives and Scorecard</b> | <p><b><u>The current situation and strategic plans</u></b></p> <p><b><u>Value Proposition</u></b></p> <ul style="list-style-type: none"><li>• Provide school uniforms to families experiencing financial hardship in Edinburgh through standard packs that can be requested and distributed.</li><li>• Provide opportunities for people who can afford it to contribute through donations of clothes and/or money</li><li>• Remain neutral in terms of campaigning and lobbying (although not averse to a sister organisation assuming that role)</li><li>• Delivering equality and reducing social isolation and bullying of young people in Edinburgh.</li></ul> <p><b><u>Key Partners and Suppliers</u></b></p> <ul style="list-style-type: none"><li>• Have links with Edinburgh and Lothians Trust Fund for some of the higher cost items of clothing, but not truly working in partnership</li><li>• Balerno High School provides reasonably priced premises</li><li>• Referral agencies – need to further develop the process – referrals must be made through a suitable professional or community group such as – social worker, head teacher, GP, minister, family support worker, Women’s Aid</li><li>• The local community of Edinburgh (and beyond)</li></ul> <p><b><u>Customer Segments</u></b></p> <ul style="list-style-type: none"><li>• Young people in poverty</li><li>• Parents of young people in poverty</li><li>• Government departments / agencies / partners who are concerned with education, equality and social isolation</li></ul> <p><b><u>Channels</u></b></p> <p>How we will market our services.....</p> <ul style="list-style-type: none"><li>• Online – website shows how to donate, refer, volunteer and what we need. Website is backed up by Facebook page</li><li>• Leaflets circulated around the schools and other referral agencies</li><li>• Relationship building and looking to “account manage” key supporters and develop regular newsletters</li><li>• Information on products required</li><li>• Stories and features about how we are helping people progress their lives</li><li>• Evaluation of how we are helping the planet / environment (through recycling some items)</li></ul> |
|--|--|



- Facebook and Twitter will promote ESUB and develop interaction and loyalty

#### Customer Relationships

We aim to build trust in people and companies (supporters) so that they donate, as well as building faith in strategic partner agencies (referrers) that we will deliver through an online presence, a social media strategy which promotes interaction and engagement

#### Beneficiaries

The school children and their families (are also our clients as well as ambassadors) will have minimal interaction with ESUB, with their requests coming via referral agent/agencies. Nothing is expected of this group.

#### Revenue Streams

- Donations to social objectives
- Funding and business development support
- Sponsorship
- Support in-kind including expertise and volunteer support/contribution

#### Key Resources

What key resources do our value propositions require....?

**Physical Resources:** Premises / Equipment inc. racks and storage boxes / ICT Equipment / Fixtures and fittings / Kitchen Equipment / Tools / Access to vehicle

**Intellectual Resources:** Database of supporters, communications and social media strategy

**Human Resources:** Strategic and Working Partners / Core team/ Volunteers

**Financial Resources:** New and second hand school uniforms / Revenue Grants / Donations / Marketing and Sales Development Support

#### **Troubleshooting / Delivering Solutions:**

What, for example, would ESUB do if demand doubled/tripled in Years 1 and 2?

- Can we extend team / recruit paid staff / increase volunteer within planned resources?
- Can we outsource anything?



- We need proactive planning and to ensure a contingency for increase in demand

#### Key Activities

Deliver our promises to our stakeholders – children, parents and partners.

#### Delivering our Social Objectives:

Reducing social isolation and bullying

#### Delivering our Environmental Objectives

Recycling goods that might have gone to landfill.

#### Delivering on Business Objectives

- Growing business (as in satisfying demand)

#### Economic Objectives

Delivering a cycle of benefit: - Social – Business – Economic- Environmental

Positive Platform for social inclusion which connects services, people, business and the community.

#### Devise economies of scale

Ensure bulk buying where possible (source suppliers/donations/private sector sponsorship)

Streamlining production - ensure ESUB develops a process which is time/cost efficient + value and reduce cost of production

#### Economies of scope

An overall 'value driven' ethos for the organisation



## Appendices

- Risk Register
- Constitution

# Risk Register



| Risk number | Risk   | Risk detail   | Risk result   | Inherent    |        |       | Mitigation  | Residual    |        |       | Risk Appetite | Risk Area        | Risk Manager   |
|-------------|--|---|---|-------------|--------|-------|---|-------------|--------|-------|---------------|------------------|----------------|
| Ref         | Risk   | Possible cause  | Potential Impact  | Probability | Impact | Total | Controls  | Probability | Impact | Total | Risk Appetite | Area             | Responsibility |
| 001         | The ESUB Board of Trustees does not operate effectively                    | Poor quality of applicants for board vacancies, loss of good quality trustees, board dominated by one or two individuals, lack of knowledge, skills or commitment | Poor strategic control and applying charitable funds ineffectively, poor governance understanding which opens Trust to risks  |             |        |       | Recruitment Policy, Directors' Skills audit, Clear role descriptions, induction process for trustees, 5 clear governance documents, Code of Conduct Policy, Policies reviewed regularly and governance review planned in 2019.  | 1           | 1      | 1     | 10            | Board Governance | Board          |
| 002         | Board trustee is paid for service to The ESUB                              | Remuneration of Board Members   | Legally payment not permitted, services paid for connected to a trustee must be reported to OSCR.   |             |        | 4     | Constitution states that Board members cannot be remunerated.   | 1           | 1      | 1     | 5             | Board Governance | Board          |
| 003         | Board member appointments/resignations falling within the same time period | High number of board members recruited at the same time and no policy for standing down periodically  | Loss of experience/key skills, inability to achieve quorum for decision making  |             |        | 12    | Replacement of Board Trustees will be staggered to ensure continuity, active recruitment underway   | 1           | 2      | 2     | 10            | Board Governance | Board          |
| 004         | The Organisation lacks direction, strategy and forward thinking            | No clear strategy developed. This could occur because of insufficient time, resources or planning.  | Ineffective selection of projects and partners, inappropriate level of alignment with expertise to develop strategy and little operational strategy alignment, control. |             |        | 3     | Strategy developed across ESUB business; regular updates provided to board  | 1           | 1      | 1     | 5             | Strategy         | Board          |
| 005         | Inappropriate conduct of Board Trustee(s)                                  | Poor understanding of culture, expectations not matched with conduct  | Reputational risk.  |             |        | 6     | Vounteering Policy in place. Trustee induction plan to be developed   | 1           | 1      | 1     | 10            | Board Governance | Board          |
| 006         | Premises - capacity  | Need to vacate current premises or space becomes inadequate due to volume of stock  | Potential inability to run day to day activities if we have no premises. Health and safety issues with overcrowding.  |             |        | 4     | Find and fund alternative premises  | 1           | 2      | 2     | 5             | Premises         | Board          |
| 007         | Staff/Volunteer sickness   | External factors or internal pressure   | Significant pressure on other staff, reduced delivery of outcomes.  |             |        |       | Flexibility of budget could allow for employment of alternative at short notice. Processes and 6 procedures written down. Better spread of skills and expertise. Better spread of responsibilities e.g. having a deputy for each main role.   | 1           | 1      | 1     | 15            | Operational      | Board          |
| 008         | Staffing issues and disputes   | Lack of formal appraisals and processes   | Significant costs and effect on culture, Possible reputational damage   |             |        | 2     | Implement appraisal etc policies and practices  | 1           | 2      | 2     | 10            | Operational      | Board          |
| 009         | Volunteer relationships go wrong   | Informality of relationships  | PR effect, possible disputes. Possibly fewer people willing to volunteer  |             |        | 2     | Treat volunteers like staff   | 1           | 2      | 2     | 10            | Operational      | Board          |
| 010         | Data   | Data breach - Loss of personal or sensitive data  | Not complying with laws & regulations, financial fine, sanctions on licence; reputational risk; risk to life and health; germs spread                                   |             |        | 10    | Data mapping completed to understand data held and data asset owners allocated. Policies and procedures follow GDPR.. Amendments made to application forms to reflect data use, retention and sharing.  | 1           | 3      | 3     | 5             | Governance       | Board          |
| 011         | Data - GDPR  | Consent - Lack of understanding of intended data uses and retention   | Not complying with laws & regulations, financial fine, sanctions on licence; reputational risk  |             |        | 5     | Consent gathered at right points as part of updates due to GDPR. Clarity in retention of data provided at capture and granular distinctions made. Specific explicit and separate consent for marketing activities. Data Privacy Policy  | 1           | 3      | 3     | 5             | Governance       | Board          |
| 012         | Data   | Illegal basis for processing data   | Not complying with laws & regulations, financial fine; Possible reputational damage   |             |        | 2     | Legimate basis clear from privacy impact assessments completed in relation to new project or activity. Justification for processing data must either be required under contract or explicit consent must be sought. Review of data processing consent if changes made and re-consent may need to be sort. | 1           | 3      | 3     | 5             | Governance       | Board          |
| 013         | Lack of documented processes   | Inconsistency in approach in the team, missed required stages, knowledge gap  | Loss of knowledge, potential governance issues; also reduced morale in volunteers   |             |        | 8     | Process handbook in development, regular team meetings and knowledge sharing.   | 2           | 2      | 4     | 15            | Governance       | Board          |
| 014         | Health & Safety and Security issues  | Health & Safety and Security issues including lone working and training including hygiene, first aid etc.   | Not complying with laws & regulations, financial fine, sanctions on licence; reputational risk; risk to life and health; germs spread                                   |             |        | 3     | Training provided   | 2           | 2      | 4     | 15            | Governance       | Board          |
| 015         | General Income reliance  | Reliance on donor giving and some trusts  | Affects ability to deliver  |             |        |       | Diversification of funding; greater income from 3 individuals; increase on ask of corporate sponsorship;  | 1           | 2      | 2     | 10            | Operational      | Board          |
| 016         | Threat to business   | Terrorist threat; Tram/bus/tran breakdown   | Loss of life; loss of business; inability to deliver due to staff not being able to get to work   |             |        | 5     | Business Continuity Plan to be prepared   | 1           | 2      | 2     | 10            | Operational      | Board          |

**Constitution**



**CONSTITUTION**  
**Edinburgh School Uniform Bank**

| <b>CONTENTS</b>                                |   |                   |
|--|---|-------------------|
| <b>GENERAL</b>                                 | type of organisation, Scottish principal office, name, purposes, powers, liability, general structure   | clauses 1 - 10    |
| <b>MEMBERS</b>                                 | qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination                    | clauses 11 - 26   |
| <b>DECISION-MAKING BY THE MEMBERS</b>          | members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes         | clauses 27 - 53   |
| <b>BOARD (CHARITY TRUSTEES)</b>                | number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct | clauses 54 - 83   |
| <b>DECISION-MAKING BY THE CHARITY TRUSTEES</b> | notice, procedure at board meetings, minutes  | clauses 84 - 99   |
| <b>ADMINISTRATION</b>                          | sub-committees, operation of accounts, accounting records and annual accounts   | clauses 100 - 108 |
| <b>MISCELLANEOUS</b>                           | winding up, alterations to the constitution, interpretation   | clauses 109 - 114 |

## **GENERAL**

### **Type of organisation**

- 1 The organisation will, upon registration, 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 Edinburgh School Uniform Bank

### **Purposes**

- 4 Working within the European Convention on Human Rights' (ECHR) values of:
  - Equality
  - Fairness
  - Respect
  - Dignity
  - Autonomy

in conjunction with the additional values of:

- responsiveness
- confidentiality
- compassion

### **The Edinburgh School Uniform Bank aims to:**

1. Support initiatives to relieve child poverty in families experiencing financial hardship in Edinburgh, particularly in areas of high deprivation; (Charitable Purpose a.)
2. Support the advancement of education of children and young people facing socio-economic and cultural deprivation, in primary or secondary state education in Edinburgh. (Charitable Purpose b.)
3. Protect and support the mental health and well-being of children and young people in primary or secondary state education in Edinburgh (Charitable Purposes d. & n.)

By providing new and good quality used school uniforms and any other essential items deemed to be necessary to meet the cost of the school day.

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, including:
  1. Collect donations of both new and good quality used school uniforms and any other essential items deemed to be necessary to meet the cost of the school day;
  2. Liaise with other organisations;

3. Rent, lease or buy premises from which to operate the organisation;
  4. Employ staff to carry out the aims of the organisation.
  5. Recruit and train local volunteers to carry out the aims of the organisation.
  6. Raise funds to be used to carry out the aims of the organisation.
  7. Publicise and promote the service and the organisation
  8. Pay professional advisers as necessary.
- 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 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 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.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to any individual aged 16 or over with an interest in children in families in Edinburgh who are experiencing financial hardship
- 12 Employees of the organisation are not eligible for membership.

### **Application for membership**

- 13 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 14 The board may, at its discretion, refuse to admit any person to membership.

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

### **Membership subscription**

- 16 No membership subscription will be payable.

### **Register of members**

- 17 The board must keep a register of members, setting out
- 17.1 for each current member:
    - 17.1.1 his/her full name and address; and
    - 17.1.2 the date on which he/she was registered as a member of the organisation;
  - 17.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 17.2.1 his/her name; and
    - 17.2.2 the date on which he/she ceased to be a member.
- 18 The board 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.
- 19 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 him/her 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.

### **Withdrawal from membership**

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

### **Transfer of membership**

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

### **Re-registration of members**

- 22 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 23 If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22, the board may expel him/her from membership.

- 24 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

- 25 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
- 25.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

- 26 Membership of the organisation will terminate on death.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 27 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 28 The gap between one AGM and the next must not be longer than 15 months.
- 29 Notwithstanding clause 27, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 30 The business of each AGM must include:-
- 30.1 a report by the chair on the activities of the organisation;
- 30.2 consideration of the annual accounts of the organisation;
- 30.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.
- 31 The board may arrange a special members' meeting at any time.

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

- 32 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) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 32.1 the notice states the purposes for which the meeting is to be held; and
- 32.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 33 If the board receive a notice under clause 32, 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**

- 34 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 35 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 35.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 35.2 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.
- 36 The reference to "clear days" in clause 34 shall be taken to mean that, in calculating the period of notice,
- 36.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 36.2 the day of the meeting itself should also be excluded.
- 37 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 38 Any notice which requires to be given to a member under this constitution must be:
- 
- 38.1 sent by post to the member, at the address last notified by him/her to the organisation; *or*
- 38.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

### **Procedure at members' meetings**

- 39 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 40 The quorum for a members' meeting is a majority of the members, present in person.
- 41 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.
- 42 The chair of the organisation should act as chairperson of each members' meeting.
- 43 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**

- 44 Every member has one vote, which must be given personally.
- 45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.

- 46 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 50):
- 46.1 a resolution amending the constitution;
  - 46.2 a resolution expelling a person from membership under clause 25;
  - 46.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 46.4 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);
  - 46.5 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);
  - 46.6 a resolution for the winding up or dissolution of the organisation.
- 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 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.
- 49 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**

- 50 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**

- 51 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 52 Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 53 [The board shall make available copies of the minutes referred to in clause 51 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 99.]

## **BOARD**

### **Number of charity trustees**

- 54 The maximum number of charity trustees is twelve (12).
- 55 The minimum number of charity trustees is 3.

### **Eligibility**

- 56 A person shall not be eligible for election/appointment to the board under clauses 58 to 61 unless he/she is a member of the organisation; a person appointed to the board under clause 63 need not, however, be a member of the organisation.
- 57 A person will not be eligible for election or appointment to the board if he/she is: -
- 57.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 57.2 an employee of the organisation.

### **Initial charity trustees**

- 58 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 charity trustees with effect from the date of incorporation of the organisation.

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

- 59 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 57) to be a charity trustee.
- 60 The board may at any time appoint any member (unless he/she is debarred from membership under clause 57) to be a charity trustee.
- 61 At each AGM, all of the charity trustees elected/appointed under clauses 59 and 60 (and, in the case of the first AGM, those deemed to have been appointed under clause 58) shall retire from office – but shall then be eligible for re-election under clause 59.
- 62 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 62.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
  - 62.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 62.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Appointment/re-appointment of co-opted charity trustees**

- 63 In addition to their powers under clause 60, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 54, and providing he/she is not debarred from membership under clause 57) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities” or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 64 At each AGM, all of the charity trustees appointed under clause 63 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 65 A charity trustee will automatically cease to hold office if: -
- 65.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 65.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 65.3 (in the case of a charity trustee elected/appointed under clauses 58 to 62) he/she ceases to be a member of the organisation;
  - 65.4 he/she becomes an employee of the organisation;
  - 65.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 65.6 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 him/her from office;
  - 65.7 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 (as referred to in clause 82);
  - 65.8 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 his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 65.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 66 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -
- 66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 66.2 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
  - 66.3 (in the case of a resolution under paragraph 65.7 or 65.8) 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**

- 67 The board must keep a register of charity trustees, setting out
- 67.1 for each current charity trustee:
    - 67.1.1 his/her full name and address;
    - 67.1.2 the date on which he/she was appointed as a charity trustee; and
    - 67.1.3 any office held by him/her in the organisation;
  - 67.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 67.2.1 the name of the charity trustee;
    - 67.2.2 any office held by him/her in the organisation; and
    - 67.2.3 the date on which he/she ceased to be a charity trustee.
- 68 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 68.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

- 68.2 which is notified to the organisation.
- 69 If any person requests a copy of the register of charity trustees, the board 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 board 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.

### **Office-bearers**

- 70 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 71 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.
- 73 A person elected to any office will automatically cease to hold that office: -  
73.1 if he/she ceases to be a charity trustee; *or*  
73.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

### **Powers of board**

- 74 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.
- 75 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 76 The members may, by way of a resolution passed in compliance with clause 46 (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.

### **Charity trustees - general duties**

- 77 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:-  
77.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;  
77.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;  
77.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:  
77.3.1 put the interests of the organisation before that of the other party;  
77.3.2 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;

- 77.4 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.
- 78 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 78.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 78.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 79 Provided he/she has declared his/her 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 clause 80 and 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.
- 80 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 his/her duties as a charity trustee.
- 81 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.

### **Code of conduct for charity trustees**

- 82 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.
- 83 The code of conduct referred to in clause 82 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**

- 84 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 85 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**

- 86 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is a majority of charity trustees, present in person.
- 87 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, 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.
- 88 The chair of the organisation should act as chairperson of each board meeting.
- 89 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.
- 90 Every charity trustee has one vote, which must be given personally.
- 91 All decisions at board meetings will be made by majority vote.
- 92 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.
- 93 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.
- 94 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.
- 95 For the purposes of clause 94: -
- 95.1 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;
- 95.2 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**

- 96 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 97 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 98 [The board shall (subject to clause 99) make available copies of the minutes referred to in clause 96 to any member of the public requesting them.]
- 99 [The board may exclude from any copy minutes made available to a member of the public under clause 98 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.]

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 100 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.
- 101 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.
- 102 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 103 Any delegation of powers under clause 100 or 101 may be revoked or altered by the board at any time.
- 104 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**

- 105 Subject to clause 106, 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 charity trustee.
- 106 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 105. A single signatory can make an electronic transaction, however a representative receipt must be signed by two signatories as detailed in clause 105.

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

- 107 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 108 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**

### **Winding-up**

- 109 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.
- 110 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**

- 111 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.
- 112 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**

- 113 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 113.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 113.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.
- 114 In this constitution: -
- 114.1 "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;
  - 114.2 "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.