

Constitution of

THE GENERAL WŁADYSŁAW SIKORSKI MEMORIAL HOUSE POLISH SOCIAL AND EDUCATIONAL SOCIETY in Glasgow

Scottish Registered Charity SCO46143

Ref: KS/JMCM/401790

General

1 Type of organisation

The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

2 Scottish principal office

The principal office of the organisation will be in Scotland at General Władysław Sikorski Memorial House, 5 Parkgrove Terrace, Glasgow, G3 7SD.

3 Name

The name of the organisation is "THE GENERAL WŁADYSŁAW SIKORSKI MEMORIAL HOUSE POLISH SOCIAL AND EDUCATIONAL SOCIETY in Glasgow".

4 Purposes

The organisation's purposes are:

4.1 to advance equality, citizenship, and community development by assisting and promoting the work of Polish associations, clubs and communities in Scotland and those who foster friendship, trade and mutual understanding between the people of Poland and Scotland;

4.2 to advance the arts, culture, and heritage of Poland and Scotland including, without limitation, by displaying works by local artists, hosting musical and cultural events, and by maintaining a large library of records and a calendar of events to honour:

4.2.1 the memory and achievements of the late Prime Minister and Commander-in-chief, General Władysław Sikorski;

4.2.2 the achievements and sacrifices of the re-formed Polish army, naval, air-force and auxiliary units and personnel, including merchant seamen, operating in and from Scotland during World War II; and

4.2.3 the historic sacrifices and efforts of the Polish people in fighting for and maintaining the independence of the Polish nation and the freedom of Europe;

4.3 to provide sporting and recreational facilities and to organise appropriate leisure and intellectual activities with the object of improving the conditions of life for the persons for whom the facilities and activities are primarily intended including, without limitation, maintaining the property and premises of General Władysław Sikorski Memorial House at numbers 4 and 5 Parkgrove Terrace, Glasgow and providing suitable residential and social facilities by:

4.3.1 maintaining rental accommodation and clubrooms, including a library and function rooms for the enjoyment of members and their guests;

4.3.2 organising and supporting sporting recreation and competition; and

4.3.3 providing low-cost residential accommodation;

4.4 to relieve those in need by reason of age, ill health, disability, financial hardship or other disadvantage in relation to providing accommodation; assisting those in need with applications for benefits, jobs, and permanent housing; by providing visits and transportation to elderly persons to church and medical appointments; by operating a third-party

reporting centre or similar facility as authorised by Police Scotland and Safer Glasgow, and by working within the West of Scotland Regional Equality Council;

4.5 to advance education and social integration by exploring and promoting Polish language, literature, history, geography, society and traditions, and by assisting Polish migrants to Scotland to improve their English or Scottish Gaelic language skills and their understanding of social practices, regulations, access to local authorities and law enforcement, and benefits;

4.6 to advance religious observance and tolerance with the provision of a consecrated chapel and housing for the Rector of the Polish Catholic Mission in Scotland as required and by promoting a multi-faith acceptance of religious observance through appropriate recognition of religious festivals and ecumenical debate; and

4.7 to advance any of the above purposes or objects by the giving of grants or loans or the provision of credit or other forms of assistance, financial or otherwise, to persons undertaking projects, initiatives and/or activities which further any of the above purposes or objects and which are wholly charitable within the meaning of the Taxes Acts and section 7 of the 2005 Act.

5 Powers

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

5.2 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.

6 Liability of members

6.1 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.

6.2 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6 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.

7 General structure

7.1 The structure of the organisation consists of:

7.1.1 the members who shall either be life, ordinary, associate or honorary – of whom the life and ordinary shall have the right to attend any general members' meetings and have important powers under the constitution; in particular, to appoint people to serve on the board and take decisions on changes to the constitution itself;

7.1.2 the board of trustees (the "board") – who shall 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; and

7.1.3 the audit committee – who are elected by the members at the AGM to advise and assist the board on the conduct of the board and shall have powers to audit and examine the organisation's records, accounts and documents in order to submit a written report to the members at the AGM.

7.2 The people serving on the board are referred to in this constitution as charity trustees.

Members

8 Qualifications for membership

Membership is open to any individual aged 18 or over.

9 Application for membership

9.1 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.

9.2 The board may, at its discretion, refuse to admit any person to membership.

9.3 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 but need not provide any reason for doing so.

10 Membership subscription

Members will be required to pay an annual membership subscription, the amount of which shall be determined in each year by the AGM.

11 Register of members

- 11.1 The board must keep a register of members, setting out:
- 11.1.1 for each current member:
- 11.1.1.1 his/her full name and address; and
- 11.1.1.2 the date on which he/she was registered as a member of the organisation;
- 11.1.2 for each former member - for at least six years from the date on he/she ceased to be a member:
- 11.1.2.1 his/her name; and
- 11.1.2.2 the date on which he/she ceased to be a member.

- 11.2 The board must ensure that the register of members is updated within 28 days of any change:
- 11.2.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 11.2.2 which is notified to the organisation.

11.3 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, provided that 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 redacted.

12 Withdrawal from membership

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

13 Transfer of membership

Membership of the organisation may not be transferred by a member. When a member withdraws from the organisation in terms of clause 12, his/her membership will be cancelled.

14 Re-registration of members

14.1 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.

14.2 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 14.1, the board may expel him/her from membership.

14.3 A notice under clause 14.1 will not be valid unless it refers specifically to the consequences (under clause 14.2) of failing to provide confirmation within the 28-day period.

15 Expulsion from membership

15.1 Any person may be expelled from membership if, in the opinion of the board, that person has transgressed the rules laid down by this constitution and any byelaws passed in accordance with clause 41.

15.2 The board may at a meeting convened to expel a person from membership in terms of clause 15.1:

- 15.2.1 expel such member from the organisation;
- 15.2.2 suspend such member from the organisation on such terms and for such period as the board may determine;
- 15.2.3 censure such member in such manner as the board may determine; or
- 15.2.4 make a direction requiring that member to act or refrain from acting in a particular manner.

15.3 Any member under threat of expulsion, suspension, censure or other direction in terms of this clause 15 must be notified by letter or by e-mail at least fourteen clear days in advance of the board meeting convened to hear the case against him/her and has the right to attend the relevant board meeting convened in terms of clause 15.2 to defend himself or herself against the charges.

15.4 If any member does not agree with a decision of the board to expel, suspend, censure or make a direction in respect of a member in terms of clause 15.1, he or she may request two ordinary members of the organisation to present his or her case to the AGM, which may consider the appeal and may uphold the original decision of the board or overturn such decision and substitute it with an alternative decision. In either case the decision of the AGM will be final. Notice of such appeal must be presented to the Secretary of the Society in writing at least fourteen clear days in advance of the AGM.

Decision-Making by the members

16 Members' meetings

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

- 16.2 The gap between one AGM and the next must not be longer than 15 months.
- 16.3 Notwithstanding clause 16.1, 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.
- 16.4 The business of each AGM must include:
- 16.4.1 a report by the chair on the activities of the organisation;
- 16.4.2 consideration of the annual accounts of the organisation; and
- 16.4.3 the election/re-election of charity trustees, as referred to in clauses 27.1 to 27.7.
- 16.5 The board may arrange a special members' meeting at any time.
- 17 Power to request the board to arrange a special members' meeting
- 17.1 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, provided that:
- 17.1.1 the notice states the purposes for which the meeting is to be held; and
- 17.1.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 17.2 If the board receives a notice under clause 17.1, 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.
- 18 Notice of members' meetings
- 18.1 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 18.2 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 18.2.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 18.2.2 in the case of any other resolution falling within clause 20.3 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 18.3 The reference to "clear days" in clauses 18.1 and 15.3 shall be taken to mean that, in calculating the period of notice,
- 18.3.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 18.3.2 the day of the meeting itself should also be excluded.
- 18.4 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.
- 18.5 Any notice which requires to be given to a member under this constitution must be: -
- 18.5.1 sent by post to the member, at the address last notified by him/her to the organisation; or
- 18.5.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.
- 19 Procedure at members' meetings
- 19.1 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 19.2 The quorum for a members' meeting is 10% of the total number of members or 20% if the total number of members is greater than 70, present in person.
- 19.3 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.
- 19.4 The chairperson of each members' meeting shall be elected by the members in attendance at the meeting from among the members present at the meeting.
- 20 Voting at members' meetings
- 20.1 Every member has one vote, which must be given personally or through a representative by proxy.
- 20.2 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 20.3.

20.3 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 21):

20.3.1 a resolution amending the constitution;

20.3.2 an appeal to a decision of the board under clause 15;

20.3.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

20.3.4 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);

20.3.5 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); or

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

20.4 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.

20.5 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) asks for a secret ballot.

20.6 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.

21 Proxies

21.1 To appoint a representative to vote on their behalf by proxy, a member must let the organisation have a properly completed document in the form shown in Appendix 1. A representative does not need to be a member. The document must reach the organisation at least five (5) days before the meeting at which the member wants to be represented.

21.2 If there is any doubt about whether a representative has authority to vote, the chairperson of the meeting will decide and his or her decision will be final.

21.3 To reverse an appointment of a representative, a member must let the organisation have a properly completed document in the form shown in Appendix 2. The document must be presented to the organisation at which a member no longer wants to be represented convenes. Alternatively, if a member declares themselves present before the meeting convenes, the appointment of a representative to vote on their behalf will automatically fall.

21.4 The chairperson of a meeting will report to the meeting the details of any documents seeking to appoint a representative received but which are not valid.

22 Written resolutions by members

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.

23 Minutes

23.1 The board must ensure that proper minutes are kept in relation to all members' meetings.

23.2 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.

Board

24 Number of charity trustees

24.1 The maximum number of charity trustees is twelve.

24.2 The minimum number of charity trustees is seven.

25 Eligibility

25.1 A person will not be eligible for election or appointment to the board unless he/she is an ordinary or life member of the organisation.

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

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

25.2.2 an employee of the organisation.

26 Initial charity trustees

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.

27 Election, retiral, re-election

27.1 At each AGM, the members may elect any ordinary member (unless he/she is debarred from membership under clause 25.1) to be a charity trustee.

27.2 The board may at any time appoint any ordinary member (unless he/she is debarred from membership under clause 25.1) to be a charity trustee.

27.3 The first charity trustees of the organisation shall be those persons who were charity trustees at the date on which the organisation was formed including those who are appointed as charity trustees up to and including the first anniversary of the organisation's formation (the "First Charity Trustees").

27.4 At the first AGM held after the date of incorporation of the organisation, all of the First Charity Trustees must retire from office.

27.5 A charity trustee retiring at an AGM may be re-elected in terms of clause 27.1 and will be deemed to have been re-elected unless:

27.5.1 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;

27.5.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

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

27.6 The board has up to twelve vacancies of which:

27.6.1 up to four persons shall be elected for a term of office of three years;

27.6.2 up to four persons shall be elected for a term of office of two years; and

27.6.3 up to four persons shall be elected for a term of office of one year.

27.7 The terms of office of the persons elected as charity trustees in terms of clause 27.6 shall be determined by reference to the number of votes cast in favour of each such person, with the four persons receiving the highest number of votes being elected for a term of office of three years, the four persons receiving the next highest number of votes being elected for a term of office of two years and so on until all vacancies on the board have been filled.

28 Termination of office

28.1 A charity trustee will automatically cease to hold office if:

28.1.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

28.1.2 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;

28.1.3 he/she ceases to be a member of the organisation;

28.1.4 he/she becomes an employee of the organisation;

28.1.5 he/she gives the organisation a notice of resignation, signed by him/her;

28.1.6 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;

28.1.7 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 32.7);

28.1.8 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

28.1.9 he/she is expelled or suspended from membership by resolution of the board; or

28.1.10 he/she is removed from office by a resolution of the members passed at a members' meeting.

28.2 A resolution under clause 28.1.7, 28.1.8, 28.1.9 or 28.1.10 shall be valid only if:

28.2.1 the charity trustee who is the subject of the resolution is given at least fourteen clear days prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

28.2.2 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

28.2.3 (in the case of a resolution under paragraph 28.1.7, 28.1.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

29 Register of charity trustees

29.1 The board must keep a register of charity trustees, setting out

29.1.1 for each current charity trustee:

29.1.1.1 his/her full name and address;

29.1.1.2 the date on which he/she was appointed as a charity trustee; and

29.1.1.3 any office held by him/her in the organisation;

29.1.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

29.1.2.1 the name of the charity trustee;

29.1.2.2 any office held by him/her in the organisation; and

29.1.2.3 the date on which he/she ceased to be a charity trustee.

29.2 The board must ensure that the register of charity trustees is updated within 28 days of any change:

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

29.2.2 which is notified to the organisation.

29.3 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, provided that 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 redacted - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

30 Office-bearers

30.1 The charity trustees must elect (from among themselves) a chair, a vice-chair, a treasurer, a secretary and a membership secretary.

30.2 In addition to the office-bearers required under clause 30.1, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

30.3 All of the office-bearers will cease to hold office at the conclusion of the next AGM following their appointments, but may then be re-elected under clause 30.1 or 30.2.

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

30.4.1 if he/she ceases to be a charity trustee; or

30.4.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her; or

30.4.3 if he or she is expelled or suspended from membership.

31 Powers of board

31.1 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.

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

31.3 The members may, by way of a resolution passed in compliance with clause 20.3 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

32 Charity trustees - general duties

32.1 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:

32.1.1 seek, in good faith, to ensure that the organisation acts in a manner which is consistent with its purposes;

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

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

32.1.3.1 put the interests of the organisation before that of the other party;

32.1.3.2 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; and

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

32.2 In addition to the duties outlined in clause 32.1, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

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

32.3 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 32.4 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.

32.4 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.

32.5 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.

32.6 Code of conduct for charity trustees

32.7 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) which the board may prescribe from time to time.

32.8 The code of conduct referred to in clause 32.7 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

33 Notice of board meetings

33.1 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

33.2 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.

34 Procedure at board meetings

34.1 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is five charity trustees, present in person.

34.2 If at any time the number of charity trustees falls below the number stated as the quorum in clause 34.1, 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.

34.3 The chair of the organisation shall act as chairperson of each board meeting.

34.4 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.

34.5 Every charity trustee has one vote, which must be given personally.

34.6 All decisions at board meetings will be made by majority vote.

34.7 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.

34.8 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.

34.9 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.

34.10 For the purposes of clause 34.9:

34.10.1 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;

34.10.2 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.

35 Minutes

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

35.2 The minutes to be kept under clause 35.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

Administration

36 Delegation to sub-committees

36.1 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.

36.2 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.

36.3 When delegating powers under clause 36.1 or 36.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

36.4 Any delegation of powers under clause 36.1 or 36.2 may be revoked or altered by the board at any time.

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

37 Operation of accounts

37.1 Subject to clause 37.2, the signatures of two out of at least 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.

37.2 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 37.1.

38 Accounting records and annual accounts

38.1 The board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.

38.2 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

39 Winding-up

39.1 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.

39.2 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, with special regard being given to the Gen. W Sikorski Polish Institute and Museum in London and the Polish Catholic Mission in Scotland.

39.3 Subject to clause 39.2, the report of the completed liquidation proceedings, prepared by the board or an appointed insolvency practitioner shall be deposited in the Archives of the Gen. W Sikorski Polish Institute and Museum in London.

40 Alterations to the constitution

40.1 This constitution may (subject to clause 40.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 20.3) or by way of a written resolution of the members.

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

41 Provision for byelaws

- 41.1 The board may, by a majority decision, make byelaws for the organisation for the purposes of:
- 41.1.1 defining categories of membership;
 - 41.1.2 regulating behaviour of members and charity trustees;
 - 41.1.3 maintaining and enhancing the value and appearance of the organisation's real property and other assets;
- and
- 41.1.4 maintaining and enhancing the organisation's reputation and public persona.

42 Interpretation

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

- 42.1.1 any statutory provision which adds to, modifies or replaces that Act; and
- 42.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 42.1.1 above.

42.2 In this constitution:

42.2.1 "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, provided that (in either case) that its objects are limited to charitable purposes;

42.2.2 "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.