



**CONSTITUTION OF THE  
CEREBROSPINAL FLUID LEAK ASSOCIATION**

**A Scottish Charitable Incorporated Organisation**

**Charity No. SC046319**

**BUN-REACHD A' CHOMAINN AOIDION  
LIONN NA H-EANCHAINN 'S CNÀMH AN DROMA**

**Buidheann Chorporra Charthannais Albannaich**

**Àireamh Charthannais SC046319**

**Date adopted: 6 August 2019**

**CONSTITUTION**  
**Of The**  
**CEREBROSPINAL FLUID LEAK ASSOCIATION**

<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 – 28C
<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 29 - 55
<b>THE BOARD (CHARITY TRUSTEES)</b>	Number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, vacant posts and acting up, powers, general duties, code of conduct	clauses 56 - 85
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	Notice, procedure at board meetings, minutes	clauses 86 - 101
<b>ADMINISTRATION</b>	Sub-committees, operation of accounts, accounting records and annual accounts	clauses 102 - 110
<b>MISCELLANEOUS</b>	Medical advisory committee (MAC), honorary positions, winding up, alterations to the constitution, interpretation	clauses 111 - 116

## **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 the “Cerebrospinal Fluid Leak Association” (hereafter referred to as “the organisation”).
- 3A The organisation may elect to use an abbreviated form of its name – “CSF Leak Association” – as a trading name.
- 3B The organisation may elect to use a Scottish Gaelic version of its name alongside or in place of the English version(s) as a trading name. The Gaelic version of the name of the organisation is “Comann Aoidion Linn na h-Eanchainn 's Cnàmh an Droma” or, in its abbreviated form, “Comann Aoidion LEC”.

### **Purposes**

- 4 The organisation’s purposes are:
  - 4.1 To raise the profile and promote awareness of Cerebrospinal Fluid Leaks (with a particular focus on spinal Cerebrospinal Fluid Leaks), hereafter within these purposes referred to as ‘CSF Leaks’, in all areas of society, including the general public, the media and the medical profession, for the public benefit;
  - 4.2 To improve, for the public benefit, the general availability of and access to information and resources relating to the causes, symptoms, diagnosis and treatment of CSF Leaks;
  - 4.3 To advance, for the public benefit, understanding of the causes, symptoms, diagnosis and treatment of CSF Leaks through research, education, fora, publications, practical advice, and other appropriate means and services;
  - 4.4 To campaign for, encourage and support positive change and advancements within government, the four national health services within the UK, other relevant health care providers (including those outwith the UK), other relevant organisations and general society that address the various issues faced by

people suffering or suspected to be suffering from CSF Leaks, their families and supporters;

- 4.5 To work to support and improve the availability of and access to investigatory tests and treatments required by people suffering or suspected to be suffering from CSF Leaks;
- 4.6 To encourage and support the establishment, development and furtherance of organisations and initiatives the aim(s) of which are to a) undertake and/or facilitate research into CSF Leaks (incl. their underlying causes and resultant effects) and/or b) support people suffering or suspected to be suffering from CSF Leaks, their families and supporters;
- 4.7 The promotion of such other similar charitable purposes as may from time to time be determined;

### **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

### **Liability of members**

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities 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:
- 11.1 any person aged 16 or over; or
- 11.2 any corporate body which supports the purposes of the organisation; or
- 11.3 any individual who has been nominated for membership by an unincorporated body which supports the purposes of the organisation.
- 11A No more than one individual nominated under paragraph 11.3 by each unincorporated body may be a member of the organisation at any given time.
- 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 and lodge this with the organisation along with a remittance to meet the annual membership subscription; in the case of a corporate body, the application must be signed by an appropriate officer of that body; in the case of an application under paragraph 11.3, the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership For the avoidance of doubt, for the purposes of this clause 'sign' shall include an electronic signature and a 'written application' shall include an application typed electronically.
- 13A An application for membership received by the organisation will be considered by the board at the next board meeting (or through any another means as the board may so decide).
- 14 Subject to clause 14.1, the board may, at its discretion, refuse to admit any person or body to membership and, in doing so, must give clear grounds for its decision.

- 14.1 No application for membership shall be refused on anything other than clear and reasonable grounds. There shall be no discrimination on grounds of age (subject to clause 11), disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, nationality, religion or belief, sex; sexual orientation, political or other opinion.
- 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/it to membership and, in the case of an application being refused, intimate the grounds for its decision and return to the applicant the remittance lodged by him/her/it under clause 13.
- 16 Any person or body whose application for membership is refused by the board has the right to appeal in writing to the board within a period not exceeding 28 days of the date that they were notified of its decision. The board must then consider and determine the appeal at its next board meeting and notify the appellant in accordance with clause 15.

### **Membership subscription**

- 17 Members shall be required to pay an annual membership subscription. The amount of subscription payable shall be determined by the membership category to which they belong. Subscription amounts for each category shall be determined by way of a resolution at an annual general meeting or special members' meeting or, where the trustees are the sole members, a board meeting. Membership categories shall be:
- 17.1 Adult (for those of 18 years of age or above);
- 17.2 Adult (for those of 16 or 17 years of age);
- 17.3 Family (a family group living at the same address);
- 17.4 Incorporated Body or Organisation;
- 17.5 Unincorporated Body or Organisation.
- 18 Annual membership subscriptions shall be payable on or before the 1 year anniversary of the day on which they were last paid.
- 19 The members may introduce additional membership categories and/or amalgamate and/or otherwise alter existing membership categories by way of a resolution to that effect passed at an AGM or special members' meeting.
- 20 If the membership subscription payable by any member remains outstanding more than 8 weeks after the date on which it fell due - and providing he/she/it has been given at least one written reminder

(which may be sent by email) - the board may, by resolution to that effect, expel him/her/it from membership.

- 21 A person or body who/which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of members**

- 22 The board must keep a register of members, setting out:

22.1 for each current member:

22.1.1 his/her/its full name and address;

22.1.2 the date on which he/she/it was registered as a member of the organisation; and

22.1.3 where a member is a body corporate:

22.1.3.1 any other name by which the member is, or makes itself, known;

22.1.3.2 the principal contact for the member;

22.1.3.3 any number assigned to it in the Scottish Charity Register (or other UK charity register), if it is a charity; and

22.1.3.4 any number with which it is registered as a company, if it is a company.

22.1.4 in the case of an individual nominated under paragraph 11.3:

22.1.4.1 the name of the unincorporated body which nominated him/her for membership; and

22.1.4.2 any number assigned to it in the Scottish Charity Register (or other UK charity register), if it is a charity.

22.2 for each former member - for at least six years from the date on he/she ceased to be a member:

22.2.1 his/her/its name; and

22.2.2 the date on which he/she/it ceased to be a member.

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

- 23.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 23.2 which is notified to the organisation.
- 24 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 (and any other personal information which may be stored alongside that required by clause 22) redacted.

### **Withdrawal from membership**

- 25 Any person or body who/which wishes to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that body; he/she/it will cease to be a member as from the time when the notice is received by the organisation.
- 25A. An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the organisation to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the organisation, the individual in question shall automatically cease to be a member of the organisation.

### **Transfer of membership**

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

### **Expulsion from membership**

- 27 Any person or body 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:-
- 27.1 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;
- 27.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

- 28 Membership of the organisation will terminate on death; or (in the case of a corporate body) on the liquidation, receivership, winding-up or

dissolution of that body; or (in the case of an individual admitted to membership on the basis of nomination by an unincorporated body) if the unincorporated body is dissolved.

### **Junior Supporter Status**

- 28A Junior supporter status is open to any person aged 15 years or less. A junior supporter shall not constitute a member of the organisation and shall not be recorded in the register of members. Junior supporters shall be recorded in a separate register of junior supporters.
- 28B Junior supporters may attend members' meetings, but shall have no voting rights nor, subject to clause 28C, any other rights or responsibilities under this constitution.
- 28C Junior supporter status is subject only to this clause and clauses 11 to 21, 25 to 28, 28A and 28B of this constitution, modified unless the context requires otherwise, so that references to *membership* and *members* are taken as being references to *junior supporter status* and *junior supporter* respectively. Clause 13 is further modified so that "Any person who wishes to become a member must sign..." reads "The parent or guardian of any person who wishes to become a junior supporter must sign on their behalf..." and in clause 17.2 the annual membership subscription amount for members under 18 years of age shall apply to applications for junior supporter status.
- 28D The Board may suspend, or if it is already suspended, reinstate, the category of 'Junior Supporter Status' at any time. Should any Junior Supporter be affected by suspension of the category, they must be notified in writing and will be eligible for a full refund on their subscription amount. The current status of the Junior Supporter Status category shall be reported to each AGM, along with the justification for any decisions relating to the status thereof.

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

### **Members' meetings**

- 29 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 Notwithstanding clause 29, 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.

- 32 The business of each AGM must include:-
- 32.1 a report by the chair on the activities of the organisation;
  - 32.2 consideration of the annual accounts of the organisation;
  - 32.3 the election/re-election of charity trustees, as referred to in clauses 61 to 64.
- 33 The board may arrange a special members' meeting at any time.

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

- 34 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 (in the case of a member which is a corporate body, signed by an appropriate officer of that body), submitted to them by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 34.1 the notice states the purposes for which the meeting is to be held; and
  - 34.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 35 If the board receive a notice under clause 34, 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**

- 36 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 37 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 37.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 37.2 in the case of any other resolution falling within clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 38 The reference to "clear days" in clause 36 shall be taken to mean that, in calculating the period of notice,

- 38.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 38.2 the day of the meeting itself should also be excluded.
- 39 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.
- 40 Any notice which requires to be given to a member under this constitution must be: -
- 40.1 sent by post to the member, at the address last notified by him/her to the organisation; *or*
- 40.2 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the organisation.

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

- 41 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 42 The quorum for a members' meeting is 5 persons entitled to vote or persons entitled to vote totalling one third of the membership (whichever is less), present in person or (in the case of members which are corporate bodies) present via their authorised representative. To be entitled to vote a person must be a member or a proxy for a member. Where a member appoints another member or the authorised representative of a corporate body to act as their proxy vote and a) has indicated a voting preference for all resolutions and specifies that the proxy may vote at their discretion in relation to any additional resolutions, or b) specifies that the proxy may vote at their discretion in relation to all resolutions, that member or authorised representative shall, for the purposes of this clause, be counted both in their own capacity as a person entitled to vote and again separately as a person entitled to vote by virtue of the proxy vote.
- 42A The board may make arrangements, in advance of any members' meeting, to allow members, or (in the case of members which are corporate bodies) their authorised representative, to participate in the members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all those participating in the meeting can hear each other; a member, or (in the case of members which are corporate bodies) their authorised representative, participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

- 43 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.
- 44 The chair of the organisation should act as chairperson of each members' meeting.
- 45 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**

- 46 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy or (in the case of members which are corporate bodies) given by its authorised representative present at the meeting; for the avoidance of doubt, a vote given by a member, or (in the case of members which are corporate bodies) its authorised representative, participating in the meeting through any of the methods referred to in clause 42A will be taken to be given personally for the purposes of this clause.
- 46AA. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the organisation.
- 46A. A member who wishes to appoint a proxy to vote on his/her/its behalf at any members' meeting:-
- 46A.1 must give to the organisation a proxy form (in such terms as the board requires), signed by him/her/its authorised representative; or
- 46A.2 must send by electronic means to the organisation at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires);
- providing (in either case) the proxy form is received by the organisation at the relevant address not less than 48 hours before the time for holding the members' meeting.

- 46B. An instrument of proxy which does not comply with the provisions of clause 46A, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 46C. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46D. A proxy need not be a member of the organisation.
- 46E. Subject to clause 46F, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than 2 votes as a proxy (in addition to any vote to which he/she is entitled personally, if he/she is a member of the organisation).
- 46F. Where members have appointed the chair of a members' meeting to vote as their proxy, the provisions of clause 46E shall not apply in relation to the chair, in acting as proxy for those members.
- 46G. A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.
- 48 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 52):
- 48.1 a resolution amending the constitution;
  - 48.2 a resolution expelling a person from membership under clause 27;
  - 48.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 48.4 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);
  - 48.5 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);
  - 48.6 a resolution for the winding up or dissolution of the organisation.

49 Subject to 49.1, 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.

49.1 Should the chairperson of the meeting declare a conflict of interest in relation to a resolution, they shall not be entitled to a casting vote thereon. Before any consideration of the resolution in which the chairperson has declared an interest, the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson for the resolution in question (hereafter referred to as the "chairperson depute"). The chairperson depute shall exercise the full powers of the chairperson, but only in relation to the resolution for which the chairperson has declared an interest.

50 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 individuals present at the meeting and entitled to vote, whether as members or as the authorised representatives of corporate bodies which are members) ask for a secret ballot.

51 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**

52 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**

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

54 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.

55 The board may opt through the adoption of a policy to make available copies of the minutes referred to in clause 53 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 101.

## **THE BOARD (CHARITY TRUSTEES)**

### **Number of charity trustees**

- 56 The maximum number of charity trustees is 20; out of that:
- 56.1 no more than 15 shall be charity trustees who were elected/appointed under clauses 61 and 62 (or deemed to have been appointed under clause 60); and
  - 56.2 no more than 5 shall be charity trustees who were co-opted under the provisions of clauses 65 and 66.
- 57 The minimum number of charity trustees is 3.

### **Eligibility**

- 58 A person shall not be eligible for election or appointment to the board under clauses 60 to 63 unless he/she is a member of the organisation or has been nominated for election/appointment to the board by a member which is a corporate body; a person appointed to the board under clause 65 need not, however, be a member of the organisation.
- 59 A person will not be eligible for election or appointment to the board if he/she is: -
- 59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 59.2 an employee of the organisation.

### **Initial charity trustees**

- 60 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, retirement, re-election**

- 61 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 59) to be a charity trustee.
- 62 The board may at any time appoint any member (unless he/she is debarred from membership under clause 59) to be a charity trustee.
- 62A. A member which is a corporate body may (subject to clause 62B) nominate any individual for election/appointment to the board; he/she will then be deemed to be a member of the organisation for the purposes of clauses 58 and 59.
- 62B No more than one individual nominated under clause 62A by each corporate member may serve as a charity trustee at any given time.

- 63 At each AGM, all of the charity trustees elected/appointed under clauses 61 and 62 (and, in the case of the first AGM, those deemed to have been appointed under clause 60) shall retire from office – but shall then be eligible for re-election under clause 61.
- 64 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 64.1 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
  - 64.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 64.3 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**

- 65 In addition to their powers under clause 62, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 56, and providing he/she is not debarred from membership under clause 59) 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.
- 66 At each AGM, all of the charity trustees appointed under clause 65 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 67 A charity trustee will automatically cease to hold office if: -
- 67.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 67.2 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;
  - 67.3 (in the case of a charity trustee elected/appointed under clauses 60 to 64) he/she ceases to be a member of the organisation or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the organisation

- 67.4 he/she becomes an employee of the organisation;
  - 67.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 67.6 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;
  - 67.7 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 84);
  - 67.8 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
  - 67.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 68 A resolution under paragraph 67.7, 67.8 or 67.9 shall be valid only if: -
- 68.1 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;
  - 68.2 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
  - 68.3 (in the case of a resolution under paragraph 67.7 or 67.8) 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**

- 69 The board must keep a register of charity trustees, setting out:
- 69.1 for each current charity trustee:
    - 69.1.1 his/her full name and address;
    - 69.1.2 the date on which he/she was appointed as a charity trustee;
    - 69.1.3 the name of the corporate member which nominated him/her for appointment as a charity trustee (if applicable); and

- 69.1.4 any office held by him/her in the organisation;
- 69.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
  - 69.2.1 the name of the charity trustee;
  - 69.2.2 any office held by him/her in the organisation; and
  - 69.2.3 the date on which he/she ceased to be a charity trustee.
- 70 The board must ensure that the register of charity trustees is updated within 28 days of any change:
  - 70.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 70.2 which is notified to the organisation.
- 71 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**

### *The principal office-bearers*

- 72 Subject to clauses 73A through 73G, the charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

### *Vice-chair*

72.1 Subject to clauses 73A through 73C, the charity, the trustees may opt to elect (from among themselves) a vice-chair. Subject to any limitations outlined in the subsections below, the vice-chair may assume all of the responsibilities of and powers afforded to the chair of the organisation (as outlined generally in this constitution or specifically under clause 103 via any adopted policy, procedure or protocol) necessary to execute the functions of the chair in the following circumstances:

- 72.1.1 The chair is unable to carry out their role and responsibilities for a limited period of time (e.g. hospital treatment, holiday etc.) and they request in writing that the vice-chair carry out the role and responsibilities of chair or a specific responsibility(ies) of the chair for a period of time defined in the request (not exceeding 6 months). The chair or the Board (by

way of a simple majority vote at either a Board meeting or via a written resolution under clause 97A) may rescind the written request (in writing) at any time during the defined period, immediately upon which the role and all responsibilities of the chair will return to the chair of the organisation;

72.1.2 The chair, with the agreement of the Board (by way of a simple majority vote at either a Board meeting or via a written resolution under clause 97A), approves in writing the devolution of one or more of the powers and/or responsibilities of the chair to the vice-chair, subject to any limitations or specifics as may be outlined in the written approval. Where a time limit is not specified in the written approval, the devolution shall run until: i) the next AGM, or ii) the chair, with the agreement of the Board (by way of a simple majority vote at either a Board meeting or via a written resolution under clause 97A), determines to repeal the devolution of responsibilities (whichever is the sooner).

72.1.3 The post of chair is or becomes vacant and the Board (by way of a simple majority vote at either a Board meeting or via a written resolution under clause 97A) agrees that the vice-chair shall perform the duties and responsibilities of the chair (including any delegation of powers under clause 103) until such time as elections are held and the vacancy is filled.

72.2 For the avoidance of doubt, where a second (casting) vote is required under clause 94 for a vote on any resolution falling solely within the remit of any responsibility devolved to the vice-chair under clause 72.1.2, should the vice-chair be present at the meeting and is not already chairperson of the meeting, the second (casting) vote shall be cast by them and not the chairperson of the meeting. In all other cases, the second (casting) vote shall be cast by the chairperson of the meeting.

#### *Additional office-bearers*

73 In addition to the office-bearers required under clause 72, the charity trustees may, subject to clauses 73A through 73C, elect (from among themselves) further office-bearers if they consider that appropriate.

#### *Election of office-bearers*

73A Elections for the chair, treasurer and secretary shall normally take place at the annual general meeting (or special members' meeting, if the business of that meeting relates to or impacts upon board membership or composition), however if a post is not able to be filled at that meeting or becomes vacant at a later date, they may be held at a meeting of the board.

- 73B The election of a vice-chair or additional office-bearers may take place at an annual general meeting (or special members' meeting, if the business of that meeting relates to or impacts upon board membership or composition) or a meeting of the board.
- 73C Where an election held under clauses 73A or 73B is held at a meeting of the board, the results of said election must be notified in writing to the membership within 14 days (excluding the day of the meeting itself).

*Vacant principal office-bearer posts and acting up*

- 73D Where the Board is unable to elect a trustee to the post of treasurer or secretary, or such a post otherwise becomes vacant, the charity trustees must appoint (at a meeting of the board or by way of a written resolution under clause 97A) a trustee or trustees (see clause 73F) to act up and perform the duties and responsibilities of the relevant principal officer bearer (including any delegation of powers under clause 103) until such time as elections are held and the vacancy is filled.
- 73E Where the Board is unable to elect a trustee to the post of chair or the post otherwise becomes vacant, and no vice-chair has been both elected and suitably empowered under clause 72.1, the charity trustees must appoint (at a meeting of the board or by way of a written resolution under clause 97A) a trustee or trustees (see clause 73F) to act up and perform the duties and responsibilities of the chair (including any delegation of powers under clause 103) until such time as elections are held and the vacancy is filled.
- 73F Where more than one trustee is appointed to act up in respect of one principal office-bearer post (a 'job share'), a framework for governing the job share (including any division of duties, powers and responsibilities) must first be approved in writing by the Board.
- 73G Appointments under clauses 73D and 73E must be made within 3 months of the principal office-bearer post to which they relate becoming vacant.

*Term of office*

- 74 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 72 or 73.
- 75 A person elected to any office will automatically cease to hold that office: -
- 75.1 if he/she ceases to be a charity trustee; or
- 75.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

## **Powers of board**

- 76 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 of the powers of the organisation.
- 77 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 78 The members may, by way of a resolution passed in compliance with clause 48 (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**

- 79 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:-
- 79.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 79.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 79.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 79.3.1 put the interests of the organisation before that of the other party;
    - 79.3.2 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;
  - 79.4 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.
- 80 In addition to the duties outlined in clause 79, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 80.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

- 80.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 81 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 82 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.
- 82 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.
- 83 The charity trustees may be paid 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. The board shall, at the earliest opportunity following the registration of the organisation, adopt and thereafter maintain a policy for the payment of expenses to charity trustees and may prescribe categories of, and thresholds for, expenses that will/will not be paid to charity trustees.

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

- 84 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.
- 85 The code of conduct referred to in clause 84 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**

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

- 87 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**

- 88 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is half of the total number of charity trustees or 3 charity trustees (whichever is less), present in person.
- 88A A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 89 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 88, 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.
- 90 The chair of the organisation should act as chairperson of each board meeting.
- 91 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.
- 92 Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 88A will be taken to be given personally for the purposes of this clause.
- 93 All decisions at board meetings will be made by majority vote.
- 94 If there is an equal number of votes for and against any resolution, so long as they have not declared an interest, the chairperson of the meeting will be entitled to a second (casting) vote. Where the chairperson has declared an interest and there remains an equal number of votes for and against a resolution, the decision will automatically fall in the favour of the status quo.
- 95 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.

- 96 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.
- 97 For the purposes of clause 96: -
- 97.1 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;
- 97.2 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.

### **Written resolutions by the board**

- 97A The board may opt, through the adoption of a protocol, to allow certain decisions to be carried out by resolution agreed to in writing (or by e-mail) by the charity trustees, rather than at a board meeting.
- 97A.1 In order to be passed, a resolution made under clause 97A must receive the support of two thirds of the charity trustees who responded in writing (or by email), where the total number of respondents must meet or exceed the quorum for board meetings specified in Clause 88;
- 97A.2 A decision made by written resolution under this clause will be as valid as if it had been passed at a board meeting, and the date of the resolution will be taken to be the date on which the last trustee responded to it within the relevant timescale;
- 97A.3 Any protocol adopted under this clause must identify the type of decisions that may be made by written resolution (including any limitations relevant to an individual type), a framework governing the taking such decisions and must exclude any decisions which would reasonably be expected to be made at a board meeting;
- 97A.4 All decisions made by written resolution must be recorded in the minutes of the next available board meeting.

### **Minutes**

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

- 99 The minutes to be kept under clause 98 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting. Minutes 'signed by the chairperson' include those signed using an electronic signature.
- 100 The board may opt through the adoption of a policy to (subject to clause 101) make available copies of the minutes referred to in clause 98 to any member of the public requesting them.
- 101 The board may exclude from any copy minutes made available to a member of the public under clause 100 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 and office bearers**

- 102 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.
- 103 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.
- 104 When delegating powers under clause 102 or 103, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 105 Any delegation of powers under clause 102 or 103 may be revoked or altered by the board at any time.
- 106 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**

- 107 Subject to clause 108, 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.

- 108 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 107.

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

- 109 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 110 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.

### **MEDICAL ADVISORY COMMITTEE (MAC)**

- 111A The board may opt to establish a Medical Advisory Committee (MAC) to provide insight, scientific direction, support, advice and expertise to the organisation in furtherance of its purposes.
- 111B Any MAC established under clause 111A above shall operate within Terms of Reference (ToR) approved by the board in consultation with the MAC membership. The ToR shall, amongst other things, confirm the purpose, scope, authority, membership, responsibilities, meetings, reporting and resourcing of the MAC. Unless otherwise provided for within the approved ToR, the ToR shall be reviewed annually.
- 111C Should a MAC established under clause 111A require to be wound up or dissolved, the board must put in place any transitional or consequential provisions as may be necessary, in consultation with the MAC membership.

### **HONORARY POSITIONS**

#### *General positions*

- 111D Honorary positions may be awarded to those who have given outstanding and meritorious service to the organisation or to the world of CSF leaks, intracranial hypotension or closely associated conditions more generally. Honorary appointments shall be regulated under provisions first established by the board and those appointed to honorary positions shall, for the duration of their appointment, be considered to be members of the organisation (under clause 17.1 or 17.2), subject to the following: i) they shall not be liable to pay an annual subscription, and ii) they may not be appointed to the board.

## *Patronage*

111E The board may opt to confer on any individual (with his or her consent) to the honorary title of patron of the organisation. Titles conferred under this clause shall be regulated under provisions first established by the board, however patrons: i) shall not be remunerated (although reasonable expenses are permissible where provided for by the organisation's expenses policy), ii) the patron shall have no constitutional responsibilities, meaning they cannot vote at board meetings, and iii) for the duration of their appointment, the patron should not normally be a member of the organisation (and if they were to become a member or opted to retain existing membership, they shall not be eligible for election to the Board of Trustees). The patron may, however, be invited to address members at meetings or events, to represent the organisation on formal occasions, in the media or when seeking public support, or to carry out any other duties as may be outlined in or covered by the aforementioned provisions.

## **MISCELLANEOUS**

### **Winding-up**

111 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.

112 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**

113 This constitution may (subject to clause 114) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a written resolution of the members.

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

### **Interpretation**

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

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

115.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 115.1 above.

116 In this constitution: -

116.1 “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;

116.2 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

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Chair

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Secretary

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Treasurer

Constitution as adopted by a resolution of the Membership on 6 August 2019.