



At the Court at Buckingham Palace

THE 5th DAY OF NOVEMBER 2014

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 3rd day of November 2014 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of the 12th day of June 2014, to refer to this Committee a Petition of the Royal Society for the Relief of Indigent Gentlewomen of Scotland praying for the grant of a Supplementary Charter:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty’s Order of Reference, having taken the Petition into consideration, do this day agree humbly to report, as their opinion to Your Majesty, that the Supplementary Charter may be granted by Your Majesty in the terms of the annexed Draft.”

HER MAJESTY, having taken into consideration the Report and the Draft Supplementary Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the First Minister for Scotland do cause a Warrant to be prepared for Her Majesty’s Royal Signature for passing under Her Majesty’s Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal of Scotland a Supplementary Charter in conformity with the annexed Draft.

Ceri King

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS His Majesty King George the Fifth did by a Charter dated the seventeenth day of February One thousand nine hundred and thirty, incorporate The Royal Society for the Relief of Indigent Gentlewomen of Scotland with perpetual succession:

AND WHEREAS a Humble Petition has been presented to Us by The Royal Society for the Relief of Indigent Gentlewomen of Scotland praying that We would be graciously pleased to grant it a Supplementary Charter in order to update the objects of the Society, to modernise its constitutional provisions, to ensure compliance with current Charity law and to provide for a change of name:

NOW THEREFORE KNOW YE that, We having taken the said Petition into Our Royal Consideration, by virtue of Our Royal Prerogative and of Our especial grace, certain Knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. The Charter of 1930, except insofar as it continues in force the incorporation of the Society, and the conferring of perpetual succession, shall be and is hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed, or thing lawfully done or executed under the provisions of the said Charter.

2. The corporation created by the Charter of 1930 shall henceforth be known by the new name of "The Royal Society for the Support of Women of Scotland".

3. The persons who are at the date hereof Members of the Society and all such persons who may hereafter become Members of the Society hereby constituted shall forever be one Body Corporate formerly known as The Royal Society for the Relief of Indigent Gentlewomen of Scotland and now by the name of The Royal Society for the Support of Women of Scotland and by that name shall have perpetual succession and in the name of the Society shall and may sue and be sued in all courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

4. Interpretation

In this Our Supplementary Charter and in any Bye-laws following hereon unless the context otherwise requires:

"the Society" means The Royal Society for the Support of Women of Scotland, incorporated by this Our Supplementary Charter;

"the Effective Date" means the date Our Supplementary Charter comes into effect after the Great Seal of Scotland has been applied, which will be deemed to be 1st April 2015, or such later date as is one calendar month after the date of applying the Great Seal of Scotland;

"the General Committee" means the General Committee whose function is prescribed in Clause 8 hereof;

“Member” means a Member of the Society as provided for in Clause 7 hereof;

“the Bye-laws” means the Bye-laws for the time being of the Society made under this Our Supplementary Charter;

“the Petitioners” means the body corporate formerly known as The Royal Society for the Relief of Indigent Gentlewomen of Scotland and now known as The Royal Society for the Support of Women of Scotland;

“Sub-Committee” means a Sub-Committee(s) whose function is prescribed in Clause 9 hereof.

“special resolution” means a resolution of the General Committee passed by a majority of not less than two-thirds of the Members present and voting at a general meeting of which not less than 21 days’ notice has been given in writing, specifying the intention to propose the resolution as a special resolution.

“ordinary resolution” means a resolution of the General Committee passed by a simple majority of the Members present at a general meeting of which not less than 14 days’ notice in writing has been given and which resolution may be proposed in such written notice.

the Interpretation and Legislative Reform (Scotland) Act 2010 shall apply to the interpretation of this Our Supplementary Charter in like manner as it applies to the interpretation of an Act of the Scottish Parliament.

5.

Objects

The objects of the Society, shall be:

To provide support and aid to women who are resident in Scotland and are of good character and are single and require assistance by reason of financial hardship, age or ill health in the interest of the general public benefit.

AND WE do hereby declare that the class of single women forming proper objects of the bounty of the Society shall consist of women who are unmarried, widowed, divorced or separated (by formal separation agreement or in terms of a Court decree) from their spouses or civil partners and who are not “co-habitant” as defined in section 25 of the Family Law (Scotland) Act 2006 including any statutory modifications or re-enactment thereof for the time being in force. For the avoidance of doubt, women who have entered into a formal

contract of civil partnership and are not separated from their civil partner shall not be held to be single.

AND WE do further declare that support and aid may be provided to women resident out-with Scotland who were beneficiaries of the Society at the Effective Date.

6. **Powers**

The Society shall have the following powers pursuant to the objects:

- (a) To obtain funds for the objects aforesaid by the collection, receipt and acceptance of donations, legacies, endowments of all kinds either absolutely or conditionally or in trust, bequests and gifts of any property and by all other lawful means.
- (b) To administer, invest, apply and deal with the funds so obtained and in particular to provide out of the same or the income thereof payments, benefits and grants or any other form of financial assistance or provision for such single women as aforesaid.
- (c) To procure and print, publish, issue and distribute, gratuitously or otherwise, all kinds of articles, books, pamphlets, leaflets, photographs, films, CD-ROMs, computer programmes, visual and audio aids and any other informative photographs, advertisements, appeals and materials in any format or media relating to the objects.
- (d) To organise, manage, promote and sponsor educational programmes, seminars, lectures, projects, meetings, exhibitions and displays which are conducive to the objects.
- (e) To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes or the activities of the Society.
- (f) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Society.
- (g) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes or the activities of the Society and to obtain from any such organisation, government or authority any charter, right, privilege or concession.

- (h) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any body, charitable or otherwise, whether incorporated or unincorporated.
- (i) To support or establish any association or other unincorporated body having objects altogether or in part similar to those of the Society and to support and promote any incorporated body formed for the purpose and support of carrying on any activity which the Society is authorised to carry on.
- (j) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Society.
- (k) To transfer all or any part of the undertaking, property and rights of the Society to anybody, incorporated or unincorporated with which the Society is authorised to amalgamate.
- (l) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Society, whether by way of grants, loans, donations, gifts, (both *inter vivos* and testamentary), endowments or otherwise.
- (m) To invest monies of the Society not immediately required for the purposes of those activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- (n) To effect and pay the premium for insurance against risks of all kinds, including for the avoidance of doubt trustees' and officers' liability cover or any such equivalent.
- (o) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (p) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Society.

- (q) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Society or any other person or body corporate or unincorporated.
- (r) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, electronic transfers, promissory notes, warrants, debentures and other negotiable or transferable instruments.
- (s) To employ such employees as the General Committee may from time to time think desirable and on such terms and conditions as the General Committee may decide.
- (t) To remunerate any individual in the employment of the Society and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Society and the wife, widow, relatives and dependants of any such individual.
- (u) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, trustee and either alone or in conjunction with others.
- (v) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (w) To promote any statutory order, bill, or private Act of Parliament (including the Scottish Parliament), and other authority to enable the Society to carry out its objects, alter its constitution, and achieve any other purpose which may promote the Society's interests, and to oppose or object to any application or proceedings which may prejudice the Society's interests.
- (x) To promote companies whose activities may further one or more of the above objects or which may generate income to support one or more of the above objects, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the Society, all such functions as may be associated with a holding company.

- (y) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Society is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Society is authorised to amalgamate.
- (z) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated and to make donations for any charitable purpose connected with the activities of the Society or with the furtherance of its objects.
- (aa) To do anything lawful which may be incidental or conducive to the attainment of any of the objects of the Society.

7. **Members and officers and incidentals**

The Members of the Society shall consist of the persons whose names appear as Members of the Society in the list of such Members at the Effective Date and all persons who may thereafter be appointed to membership of the General Committee for the duration of their appointment declaring that the rights, privileges and obligations of the Members shall be as provided in the Bye-laws.

- (1) The honorary officers of the Society shall be such persons as the General Committee may from time to time elect, on such terms as the General Committee shall decide at their pleasure. They shall have no voting rights and shall not be Members while holding office.
- (2) The officers of the Society shall be a chief executive officer and such other officers as shall be determined by the General Committee. They shall respectively be appointed by and hold office at the pleasure of the General Committee and shall be remunerated as the General Committee shall determine. For the avoidance of doubt the chief executive officer and any other officer who is remunerated shall not be a Member while holding office.
- (3) The officers of the Society shall exercise such powers and discharge such duties as may be specified in relation to them respectively by this Our Supplementary Charter or by the Bye-laws and shall be subject to the control and direction of the General Committee.

- (4) The income and property of the Society shall be applied solely towards the promotion of the objects and no Member of the Society shall as such have any personal claim on any of the said income or property save as provided herein.
- (5) No part of the income or property of the Society shall be paid or transferred directly or indirectly in any way by way of profits to its Members save as provided herein.
- (6) No Members may receive any remuneration from the Society for acting in their capacity as a Member; provided that nothing herein contained shall prevent the payment in good faith of any reasonable out of pocket expenses incurred by the Members in connection with their attendance at General Committee meetings, any special general meetings, general meetings of the Members, or any Sub-Committee duly constituted by the General Committee.
- (7) Any Member (or any firm or company of which a Member is a Member or employee) may be employed by or may enter into a contract with the Society to supply goods or services in return for a payment of a reasonable and proper remuneration but only if the conditions set out in the Bye-laws are satisfied and subject to meeting the provisions of Chapter 9 of the Charities and Trustee Investment (Scotland) Act 2005 or any re-enactment thereof.

8. **General Committee**

The governing body of the Society shall be the General Committee and shall consist of a maximum of 17 Members (and such minimum as shall be specified from time to time in the Bye-laws) plus a treasurer if one is appointed, all elected and holding office in the manner specified in the Bye-laws.

Members of the General Committee shall be the charitable trustees of the Society. All funds and property at any time vested in or belonging to the Society and all the affairs of the Society shall (save as herein or in the Bye-laws be expressly provided) be under the management, conduct and control of the General Committee. The General Committee shall appoint from their number a chairman and a vice chairman of the General Committee (if those persons are willing to act), and both

appointments shall be constituted as prescribed in the Bye-laws and the chairman and vice chairman shall have the tenure, power and duties set out in the Bye-laws.

9. **Sub-Committees**

The General Committee may appoint such Sub-Committees as they shall determine for any purpose, comprising both Members (of the Society) and other individuals, subject at all times to the chairman of that Sub-Committee being a Member, and Members making up the majority of members of the Sub-Committee.

The General Committee may delegate with or without restriction to any such Sub-Committee any of the powers and duties of the General Committee and to the extent to which the General Committee so direct the acts and proceedings of any such Sub-Committee shall not be required to be submitted to the General Committee for approval.

10. **Meetings of the General Committee**

The General Committee shall hold an annual meeting in Edinburgh or Glasgow (each annual meeting to be held not more than fifteen months from the previous annual meeting) on such date and in such place as the General Committee may from time to time decide.

Other meetings to be called general meetings of the General Committee may be convened by the General Committee whenever they think fit or when required to do so in accordance with the Bye-laws and held in the manner provided by the Bye-laws.

The mode of convening and holding meetings of the General Committee and of every such Sub-Committee and the proceedings at every such meeting shall be regulated by the Bye-laws.

11. **Bye-laws**

(1) The General Committee shall have full power from time to time to make and also to alter, vary, rescind or add to any of the Bye-laws in any manner which is not repugnant to the laws of Our Realm and which is not inconsistent with the express provisions of this Our Supplementary Charter.

(2) The Bye-laws may set out definitions of the criteria required from time to time for women to be eligible to receive the support and aid contemplated in the objects of the Society.

(3) The Bye-laws set forth in the schedule hereto shall be the Bye-laws of the Society until altered, varied, rescinded or added to in the manner hereinbefore provided.

12. **Supplemental provisions**

No act or resolution of the Society or of the General Committee or of any Sub-Committee shall be invalidated by reason of any vacancy in any office or post belonging to the Society, or in any vacancy in the General Committee or in any subcommittee, or by reason of any defect or irregularity in the qualification, appointment or election of any person acting as a Member of any such body as aforesaid.

Any document purporting to be certified by the Society as a true copy of this Our Supplementary Charter or of any Bye-laws made thereunder shall, until the contrary is proved, be deemed to be a true copy, and any Bye-laws purporting to be so certified shall, until the contrary is proved, be deemed to have been duly made, and to be in force.

13. **Amending the Supplementary Charter**

The Society may by special resolution of the General Committee amend or add to the provisions of this Our Supplementary Charter provided that no such amendment or addition shall be effective unless and until it shall have been submitted to and allowed by Us, Our Heirs or Successors in Council and this Our Supplementary Charter shall thenceforth continue to operate as if it had originally been granted containing such amendments and additions. This clause shall apply to this Our Supplementary Charter as amended or added to in manner aforesaid.

14. **Surrender of the Supplementary Charter**

It shall be lawful for the Society by a special resolution passed at a meeting of the General Committee specially convened for the purpose to surrender this Our Supplementary Charter and to wind up the affairs of the Society, but if on the winding up or dissolution of the Society there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or

distributed among the Members of the Society or any of them, but shall, subject to any special trusts affecting the same, be given and transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst it or their Members to an extent at least as great as imposed on the Society under or by virtue of this Our Supplementary Charter, such institution or institutions to be determined by the General Committee as part of the special resolution at or before the time of dissolution and if so far as effect cannot be given to the foregoing provisions then to some charitable object.

AND WE do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters Patent or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Society, any misrecital, omission, defect or imperfection notwithstanding.

IN WITNESS WHEREOF we have ordered the Seal appointed by the Treaty of Union to be kept and made use of in place of the Great Seal of Scotland to be appended hereto.

GIVEN at Our Court at

the

day of

Two thousand and

in the

year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE ROYAL SOCIETY FOR THE SUPPORT OF WOMEN OF SCOTLAND

1. **Preliminary**
 - 1.1 The provisions of the Supplementary Charter shall be strictly observed and in the event of any inconsistency between the provisions of the Supplementary Charter and the provisions of these Bye-laws the provisions of the Supplementary Charter shall prevail.
 - 1.2 In these Bye-laws words and expressions which are defined by the Supplementary Charter shall have the respective meanings so defined unless the context otherwise requires.
2. **The General Committee**
 - 2.1 At the close of each annual meeting of the General Committee the three Members whose names stand highest on the list of such Members shall retire from office and their places shall be filled by three persons elected at that meeting and the names of the persons so elected shall be placed lowest on the said list. The retiring Members shall be eligible for re-election.
 - 2.2 The General Committee shall consist of a minimum of ten Members.
 - 2.3 The Society shall use its best endeavours, in electing Members, to ensure that the number of those resident or working in the east of Scotland is as near as may be equal to the number of Members living or working in the West of Scotland.
 - 2.4 Members shall hold office for not more than a total of 12 years, except in the case of the chairman, who may hold office as a Member for a total of not more than 15 years, of which not more than 7 shall be as chairman.
 - 2.5 The provisions of Clause 2.4 shall not however prevent any Members who are Members at the Effective Date continuing to hold office or being eligible for re-election.
 - 2.6 The Members shall appoint from their number the chairman (as long as that person is willing to act). The chairman shall, as provided for in Clause 2.4 hereof hold office for a period of 7 years unless he/she shall resign or a majority of Members at a meeting specially convened for that purpose shall remove him/her from office prior to the expiry of the 7 year period.
 - 2.7 The Members shall appoint one of their number as the vice-chairman (as long as that person is willing to act). The vice-chairman shall hold office subject to Clause 2.4 for a period of five years unless he/she shall reach the end of his/her tenure as a Member, resign, or a majority of Members at a meeting specially convened for that purpose shall remove him/her from office prior to the end of the five year period.
 - 2.8 A member of the General Committee shall ipso facto cease to be a Member if:
 - 2.8.1 That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 2.8.2 A bankruptcy order is made against that person or they become apparently insolvent in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005;
 - 2.8.3 A composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 2.8.4 A registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person had become physically or mentally incapable of acting as a Member and may remain so for more than six months;
 - 2.8.5 By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 2.8.6 Notification is received by the Society from that person that they are resigning from office and such resignation has taken effect in accordance with its terms;
 - 2.8.7 That person has for more than twelve consecutive months been absent without permission of the Members from meetings of the General Committee in or during that period and the Members can request their removal or make a decision to vacate that person's office;

2.8.8 He or she becomes disqualified from acting as a charity trustee under the terms of the Charities and Trustee Investment (Scotland) Act 2005 or any re-enactment thereof.

2.9 If during the period intervening between two annual meetings any Member shall die or resign his office or otherwise cease to be a Member the remaining Members may, if they think fit, elect a person to fill his/her place and the person so elected shall hold office until the time when the Member in whose place he/she is elected would regularly have ceased to be a Member and shall then retire and his/her name shall accordingly be entered in the list of Members in the place previously occupied by the name of that Member.

2.10 General meetings of the General Committee shall be convened by the chief executive officer or chairman of the General Committee at the request of any three or more of the Members whenever they think fit, or by a resolution of any Sub-Committee appointed by the General Committee, which shall be communicated to the chief executive officer or the chairman of the General Committee by authority of the Sub-Committee.

2.11 A general meeting of the General Committee can be requested in writing by any Member or by a Sub-Committee to the chief executive officer or the chairman of the General Committee; any notice which is sent out by the chief executive officer to call

a general meeting of the General Committee shall specify the date, time and place of the meeting, the purpose for which the meeting is to be convened, the terms of any resolution which is to be proposed and shall indicate the general nature of any other business to be transacted; the notice must be in writing and sent to each Member not less than 14 days before the day of the General Meeting; if the notice contains an ordinary resolution then it must be sent not less than 14 days before the day of the General Meeting and 21 days before the day of the General Meeting if it is a special resolution; and it shall not be competent, at any general meeting of the General Committee, to transact any significant business other than that specified in the notice.

2.12 Unless and until otherwise decided by the General Committee the annual meeting of the General Committee shall be held on such a date as the chairman of the General Committee shall appoint. A notice convening the annual meeting shall specify the meeting as the annual meeting.

2.13 The General Committee at its annual meeting shall receive and consider the annual report and accounts, the auditor's report and any reports submitted to it by any Sub-Committee, shall review, as far as necessary, the general affairs of the Society, shall fix the sum available for distribution in the following year in the shape of periodic payments or other grants (as referred to in Clause 12.1.1 hereof), shall revise the list of

beneficiaries already in receipt of a periodic payment or other grants and shall attend to any other business as may be necessary for the running of the Society. The General Committee shall have full power, in revising the list of beneficiaries, to modify to any extent or to discontinue the periodic payments or other grants hitherto paid to any beneficiary. The General Committee shall also have power at any meeting to remit all matters which shall not be disposed of at that meeting, to be disposed of by a Sub-Committee.

2.14 The General Committee shall hold as many general meetings as it shall require every year to deal with the running of the Society, subject to the general requirement to hold a minimum of two such meetings per year to consider all applications submitted during the preceding six months whether for the periodic payments or for other grants both as hereinafter referred to in Clause 12.1 hereof.

2.15 The Members may make such arrangements as the General Committee may from time to time consider appropriate in regard to attendance at the annual meeting, a general meeting of the General Committee or a meeting of any Sub-Committee to exercise their rights to speak or vote at it, and such functions may if the General Committee consider it appropriate be carried out physically in person, by cyber or other means.

2.16 The General Committee shall have power to authorise the execution of all deeds and

other instruments necessary or expedient for vesting in the Society any property and funds belonging to the Society, to enter into contracts on behalf of the Society, make leases of its property, assign, renounce and discharge heritable or personal securities held by the Society, and to accept or execute, transfers on purchases or sales of stock or other securities, and generally to do and perform all acts of ordinary administration relating thereto; and also to sell, exchange, or otherwise alienate any portion of the property vested in the Society.

2.17 The General Committee shall be entitled to appoint agents to act under it in the management of any part of the property of the Society and shall not thereafter be responsible for the acts or defaults of any such agent provided that the General Committee satisfy themselves as to their suitability and expertise at the date of their appointment and take reasonable steps thereafter to reassure themselves as to their continuing suitability and expertise.

3. **The Investment Sub Committee and other Sub-Committees**

3.1 The General Committee shall appoint an investment Sub-Committee which shall consist of not less than four Members including the chairman and the treasurer who shall be members *ex officio*. The General Committee shall appoint the members who are not *ex officio* members of the investment Sub-Committee at the annual meeting.

3.2 The investment Sub-Committee may, if they see fit, appoint a suitably qualified manager with the necessary skills, knowledge and experience in discretionary portfolio management and give him/her responsibility for the discretionary portfolio management of the funds and assets held by the Society. The investment Sub-Committee shall be responsible for making decisions in relation to the investment of the funds and assets (other than corporeal and heritable assets) held by the Society in consultation with the manager. The investment Sub-Committee shall thereafter meet not less than every six months with the duly appointed manager to review the portfolio and investment performance of the funds and assets held by the Society and issue such instructions as the manager may require. All such decisions made by the investment Sub-Committee shall be reported to the next meeting of the General Committee.

3.3 For the avoidance of doubt, the investment Sub-Committee shall have the power to revoke the decision to move to discretionary portfolio management and/or to revoke the appointment of the manager as they see fit, subject to the ratification by the General Committee at its next meeting.

3.4 Any Sub-Committee appointed by the General Committee, shall meet at such times and places as shall be fixed either at any previous meeting of the Sub-Committee or, when the meeting shall be convened by the chief executive officer or chairman of the

Sub-Committee by the notice convening the same. The chief executive officer and chairman of the Sub-Committee may convene any such meeting either on their own initiative or on requisition addressed to him/her by any two members of the Sub-Committee; and all meetings convened by the chief executive officer and chairman of the Sub-Committee shall be convened by notice specifying the day, time and place for the meeting and the business to be transacted thereat and sent to each member of the Sub-Committee, not less than fourteen days before the day of the meeting.

3.5 Any Sub-Committee to which the Members delegate any of their powers must follow procedures which are based as far as they are applicable on the provisions of the Supplementary Charter which govern the taking of decisions by the Members.

4. **Proceedings at meetings of the General Committee and of any Sub-Committee**

4.1 The following regulations shall apply to every meeting of the General Committee and of every Sub-Committee thereof:

4.1.1 At every meeting of the General Committee a quorum shall be either five members or one third of the current membership, whichever is the lesser. Every Sub-Committee of the General Committee shall fix its own quorum.

4.1.2 No business (other than the adjournment of the meeting) shall

(save as hereinafter provided) be transacted unless a quorum be present.

4.1.3 If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such time and place as the members present shall determine and in default of any such determination to the same day in the next week at the same time and place and if at any such adjourned meeting a quorum is not present the Members present shall be a quorum and may transact the business for which the meeting was called.

4.1.4 Every question submitted to the meeting shall be decided by show of hands and every member personally present shall have one vote. Provided that in case of an equality of votes the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the General Committee or Sub-Committee.

4.1.5 At any meeting a declaration by the chairman that a resolution has been carried unanimously or carried by a specified majority or lost or not carried by a specified majority and an entry to that effect in the minute books of the General Committee or Sub-Committee shall be conclusive evidence of the fact without proof of the number or relative proportion of

the votes recorded in favour of or against such resolution.

4.1.6 The members shall each communicate to the others any information or opinions they have on any particular item of the business of the meeting by whatever means is convenient which shall include video link, conference call or such other similar means as the members shall determine in their discretion.

4.1.7 In determining whether members are participating in a General Committee meeting or a Sub-Committee meeting, it is irrelevant where any member is or how they communicate with each other.

4.1.8 If all the members participating in the General Committee meeting or Sub-Committee meeting are not in the same place, they may, if the General Committee or Sub-Committee as appropriate has so determined, decide that the meeting is to be treated as taking place wherever any of them is.

4.1.9 The chairman of the meeting may with the consent of the meeting adjourn it from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left undispensed of at the meeting at which the adjournment took place unless in pursuance of a notice given

to the Members as prescribed in Clause 2.11 hereof. When a meeting is adjourned for 14 days or more, at least 7 days' clear notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted, otherwise it shall not be necessary to give any such notice.

4.1.10 The chief executive officer or in his necessary absence some Member appointed by the meeting to act in his stead, or other person, shall officiate as clerk of the meeting.

4.1.11 The chairman may permit persons who are not members of the Committee or Sub-Committee to attend and speak, but not to vote, at a meeting, as applicable, of the General Committee or the Sub-Committee.

5. Confidential ballots

5.1 A confidential ballot on a resolution may be demanded:

5.1.1 in advance of the meeting where it is to be put to the vote; or

5.1.2 at a meeting, either before a prospective show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

5.2 A confidential ballot may be demanded by the chairman or by any Member of the General Committee.

5.3 A demand for a confidential ballot may be withdrawn if the confidential ballot has not yet been taken and the chairman consents to the withdrawal.

5.4 A confidential ballot must be taken when, where and in such manner as the chairman directs.

6. **Members' conflicts of interest**

6.1 A Member shall not vote at a General Committee meeting or at a meeting of a Sub-Committee on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society unless the interest or duty arises only because the case falls within either or both of the following paragraphs:

6.1.1 the resolution relates to the giving by the Member of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the Member for the benefit of the Society; and/or

6.1.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Society for which the Member has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.

6.2 An interest of a person who is, for the purpose of the Charities and Trustee Investment (Scotland) Act 2005, connected with a Member shall be treated as an interest of the Member.

6.3 A Member shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

6.4 The Society may by special resolution suspend or relax to any extent, either generally, or in respect of any particular matter, any provision of these Bye-laws prohibiting a Member from voting at a General Committee Meeting or at a meeting of a Sub-Committee.

6.5 If a question arises at a General Committee meeting or at a meeting of a Sub-Committee as to the right of a Member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and the chairman's ruling in relation to any Member other than himself or herself shall be final and conclusive.

7. **Minutes**

7.1 The proceedings of every meeting of the General Committee including the annual meeting, and of every Sub-Committee, shall be recorded in the minutes, as the business of the meeting; and no alteration shall be made in the minutes of any meeting, once approved in terms of Clause 7.2 hereof, unless by the authority of the General Committee or Sub-Committee in question.

7.2 The draft minutes of every meeting of the General Committee, and of every Sub-Committee, shall be sent to each Member of the General Committee or relative Sub-Committee not later than 21 days after the meeting, and approved at the next succeeding meeting of the General Committee, or Sub-Committee, and if approved shall be subscribed by the chairman and placed in the minute book.

7.3 All written records should be kept for at least 10 years from the date of the particular meeting.

8. **The chief executive officer**

8.1 The General Committee shall appoint the chief executive officer for such term, upon such conditions and, subject to the terms of Clause 7 of the Supplementary Charter hereof, at such remuneration as they think fit. The General Committee shall have power, should they think fit, to remove the chief executive officer from office.

8.2 The chief executive officer shall be responsible for the general management of the business of the Society, and shall manage all details not specially committed to some other officer. In particular:-

8.2.1 He/she shall call, in the manner hereinbefore specified, and shall attend all meetings of the General Committee, including the annual meeting, and of the Sub-Committees;

8.2.2 He/she shall, subject to Clause 4.1.10 hereof, prepare, record, and see to the subscription of the minutes of such meetings;

8.2.3 He/she shall, subject to the direction of a Sub-Committee or the General Committee, prepare all reports made by any Sub-Committee to the General Committee, or by the General Committee, and all such reports of the affairs of the Society as he/she may be directed to prepare by the General Committee;

8.2.4 He/she shall prepare and supply forms of application for assistance, and shall conduct all necessary correspondence relative to such applications;

8.2.5 He/she shall arrange in distinct order, the business to be brought before the annual meetings of the General Committee;

8.2.6 He/she shall collect, or superintend the collection of, and shall receive and shall be entitled to give a valid discharge for all donations and legacies made or left to the Society and shall report the amount of the same to the annual meeting of the General Committee;

8.2.7 He/she shall give to that meeting all such other information as may be within his/her power for enabling an estimate to be made of the sum

available for distribution among the beneficiaries;

8.2.8 He/she shall keep and shall lay before the General Committee at its annual meeting the audited annual report and accounts as provided in Clause 11 hereof;

8.2.9 He/she shall make an annual report to the General Committee at its annual meeting setting forth the present state of the funds and property of the Society and any changes which may have taken place in relation thereto since the date of his/her last report, and generally, all matters of importance relating to the condition and management of the property and funds of the Society, which it may be necessary or expedient to report;

8.2.10 He/she shall at all times give such information regarding the affairs of the Society falling under his/her management, and regarding his/her own intrusions, as he/she shall be required and may be able to give to the General Committee or any Sub-Committee or any Member thereof;

8.2.11 He/she shall conduct all correspondence regarding the Society and the management of the property of the Society, and, generally, he/she shall be the means by which the General Committee or any Sub-

Committee shall transact the details of the duties devolved upon them.

8.3 When the office of chief executive officer shall become vacant, the place shall be filled by appointment, to be made by the General Committee at their first annual meeting after the occurrence of the vacancy, or at a meeting specially called for the purpose, if this shall be deemed expedient; and the General Committee shall have power to appoint a person to perform the duties as interim chief executive officer until an appointment is made.

8.4 The General Committee shall appoint or authorise the chief executive officer to appoint such caseworkers and clerical and other office staff as they think fit to carry out the object of the Society. The General Committee at its annual meeting shall review and set the level of remuneration for such staff.

9. **The treasurer**

9.1 The General Committee may appoint a treasurer who shall be a member of the General Committee and of the investment Sub-Committee *ex officio*.

9.2 The treasurer shall hold office for a period of five years unless he/she resigns, or a majority of Members at a meeting specially convened for that purpose shall remove him/her from office prior to the end of the five year period. At the end of the period of office the treasurer shall be eligible for re-appointment.

- 9.3 The treasurer shall not be remunerated unless the General Committee otherwise determine. The appointment of the treasurer shall not be the appointment of an officer for the purposes of Clause 7(2) of the Supplementary Charter.
- 9.4 He/she shall be entitled to examine at all times the books and accounts kept by the chief executive officer.
- 9.5 When a vacancy shall occur in the office of treasurer, it shall be filled by an appointment to be made by the General Committee at the first annual meeting held after the occurrence of the vacancy or at such other time as may be deemed expedient.

10. The law agent

- 10.1 The General Committee may appoint a law agent for such term, and upon such conditions as it thinks fit. The General Committee shall have power to remove the law agent. The law agent will be either a qualified solicitor or a firm of qualified solicitors.
- 10.2 The law agent shall prepare all deeds and other instruments which shall become necessary in the course of the management of the property and funds belonging to the Society, and shall conduct, as law agent, or superintend the conduct of all legal proceedings to which the Society are parties, or in which they are interested; and he/she shall be remunerated for the business so done by him/her at a rate not exceeding the ordinary professional rates chargeable by a

law agent against their client for similar business, and he/she shall be entitled to receive the fees payable by other parties for loans or other business connected with the Society, and shall be allowed the sums disbursed by him/her for stamps, postages and necessary incidental outlays.

10.3 When a vacancy shall occur in the office of the law agent, it shall be filled by an appointment to be made by the General Committee at the next annual meeting of that Committee held after the occurrence of the vacancy or at such other time as may be deemed expedient.

11. Accounts

- 11.1 The accounts for the Society shall be brought to balance on the 31st day of March each year.
- 11.2 The chief executive officer shall cause proper books of account to be kept with respect to:
- 11.2.1 All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
- 11.2.2 All sales and purchases of goods by the Society;
- 11.2.3 All assets and liabilities of the Society;
- 11.2.4 All matters which require to be contained in or reported on in the accounts in terms of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 or any

statutory amendment or variation thereof.

- 11.3 The books of account shall be available for inspection by Members of the General Committee at all reasonable times.
- 11.4 The General Committee at each annual meeting shall appoint a suitably qualified auditor to hold office until the next annual meeting. Such auditor may be by an individual appointment or the appointment of a suitably qualified firm of accountants. Any retiring auditor shall be eligible for re-appointment.

12. Applications for assistance

- 12.1 Assistance shall be provided by the Society either in the form of periodic payments to applicants for assistance or other payments ("other grants"). Other grants shall consist of payments for specific purposes to applicants requiring them.
- 12.2 All applications for assistance shall be made upon a form of application which shall be supplied by the chief executive officer to intending applicants and shall be subscribed by the applicant and lodged with the chief executive officer on or before either 31 March or 30 September in each year. No application will be considered from an applicant who resides out-with the United Kingdom.
- 12.3 Every beneficiary on the Society's roll shall, on request, lodge with the chief executive officer a certificate subscribed by a

professional person whom the chief executive officer, acting in his sole discretion, considers suitable including, without prejudice to the generality of the foregoing, a doctor of medicine, a minister of religion, solicitor, bank manager, accountant, social worker or teacher or any party whose respectability and position shall be acceptable to the chief executive officer, acting in his sole discretion, setting forth that she is alive and in necessitous circumstances, and failing the production of such certificate by any beneficiary, her entitlement to the bounty of the Society shall be discontinued.

13. Eligibility criteria

13.1 Applicants must:-

13.1.1 be females over the age of 50 or such other age as is determined by the General Committee from time to time who are unmarried, widowed, divorced or separated (by formal separation agreement or in terms of a Court decree) from their spouses or civil partners and who are not 'co-habitant' as defined in Section 25 of the Family Law (Scotland) Act 2006 or any statutory modifications or enactments thereof for the time being in force. (For the avoidance of doubt, women who have entered into a formal contract of civil partnership and have not separated from their civil partner shall not be held to be single);

13.1.2 have been resident in Scotland for not less than two years at the date of the submission of their applications for assistance;

13.1.3 have lived decent, responsible and respectable lives. Evidence of such a lifestyle may be demonstrated, without limitation to these examples, by personal achievement, the betterment of their position by their own efforts, evincing a sense of duty or consideration for others, carrying out voluntary or community work, or looking after family members who required care;

13.1.4 comply with the financial criteria as set out in Clause 14 hereof adopted by the Society.

13.2 Any beneficiary who, in the opinion of the Society, ceases to comply with the eligibility criteria or the financial criteria set down for applicants in Clauses 13 and 14 hereof respectively or becomes resident out-with Scotland will cease to benefit from the Society's support.

13.3 Notwithstanding the terms of the foregoing clauses 13.1 and 13.2, any woman who is resident out-with Scotland and has been in receipt of aid from the Society in the calendar year preceding the date of the day immediately preceding the date Our Supplementary Charter has effect shall continue to be eligible for the Society's support as long as she qualifies for that

support in accordance with the provisions of sub-clauses 13.1.1, 13.1.3 and 13.1.4 and clause 14 hereof. Any such beneficiary who is currently living out-with Scotland but within the United Kingdom will cease to benefit from the Society's support if in the opinion of the Society she becomes resident out-with the United Kingdom with effect from the date that she leaves the United Kingdom. Any such beneficiary currently living out-with the United Kingdom shall only cease to benefit from the Society's support if she ceases to qualify for support in terms of sub-clauses 13.1.1, 13.1.3 and 13.1.4 hereof or clause 14 as mentioned above.

14. Financial Criteria

In this clause "gross income" shall mean income (before tax) from all sources including earned income, welfare benefits, tax credits, retirement pension, private pension regular income and "net income" shall mean gross income less such items as the General Committee may decide from time to time.

14.1 Applicants must have capital of less than such an amount (which shall exclude the value of her house of residence if owned by the applicant) as is determined by the General Committee from time to time.

14.2 Applicants must have net income not exceeding such an amount as is determined by the General Committee from time to time.

14.3 For the avoidance of doubt, employment, whether full-time or part-time, should not preclude an applicant from qualification, provided that her net income remains below the threshold currently in place.

14.4 Applicants who have debts which are significant in relation to their resources will be declined unless the debts are being reduced on an on-going and manageable basis.

14.5 Applicants whose gross income as calculated in accordance with the terms of this clause 14 exceeds such an amount as is determined by the General Committee from time to time will in general be declined.

14.6 Applicants who own the property in which they live and live alone in it may be declined if the value of the equity of the property exceeds such amount as is determined by the General Committee from time to time. A fair means of deciding such value shall be decided from time to time at the discretion of the General Committee.

15. **Bequests**

15.1 The General Committee shall authorise a form of bequest to the Society. For the avoidance of doubt, bequests contained in other forms of words shall be valid and acceptable, subject only to rules of law.

15.2 All bequests intimated shall be reported to the General Committee. In the absence of any testamentary directions to the contrary bequests shall be received and be discharged by the chief executive officer.

16. **Bank accounts**

16.1 The Society shall keep such bank accounts (which account or accounts are hereinafter referred to as “the accounts”) with the Bank of Scotland or such other bank as may be appointed by the General Committee. The accounts shall be kept and operated upon in terms of instructions given from time to time by the General Committee. The accounts shall be under the control of the General Committee which shall from time to time provide for the method of operation and for the authorised signatories on them.

16.2 The control and security of electronic bank payment transactions will be monitored on an annual basis under such controls as the General Committee may from time to time determine.

16.3 All funds received shall immediately on receipt be paid into the accounts.

