

UK COMMITTEE OF DR GRAHAM'S HOMES - KALIMPONG

CONSTITUTION

A. NAME

The charity is named the "UK Committee Dr Graham's Homes, Kalimpong, India" (hereinafter referred to as "the Charity").

B. REGISTRATION

The Charity is recognised in Scotland and registered with the Office of the Scottish Charity Regulator under reference number SC 016341.

C. DEFINITIONS AND REFERENCES

Any reference to

The "Homes" shall mean the institution together with the land and buildings that it occupies, which as a whole is known as Dr Graham's Homes, Kalimpong, India.

A "Member" of the Charity will be a person or group of persons, a company, institution, trust or other body who makes donations to the Charity, or carries out work for the Charity, in support of its Objectives; such donations being either to provide sponsorship for one or more children or to provide general financial support for the Homes. A Member can also be known as either a

- Sponsor, providing financial support through the Charity for one or more of the children at the Homes, or elsewhere, as part of the Sponsorship Scheme or Extended Sponsorship Scheme that is organised and managed by the Charity; or a
- Correspondent, providing non-financial support through the Charity for one or more of the children at the Homes, or elsewhere, as part of the Sponsorship Scheme or Extended Sponsorship Scheme that is organised and managed by the Charity; or a
- Friend, who donates funds to the Charity or works in support of the Charity and its Objectives.

A "Trustee" is a Member of the Charity who has been elected by other Members at an Annual General Meeting to act as a Trustee in accordance with the Law of Scotland and who is jointly and severally responsible for managing the affairs and Objectives of the Charity, its governance and the guardianship of its assets.

An "Office Bearer" is a Trustee who undertakes a specific role within the Charity in return for which an honorarium might be payable.

The term “Board” shall mean all the Trustees constituted as the collective decision-making authority for the Charity.

The term “Executive” shall mean a sub-group of Trustees appointed by the Board and tasked with the management of specific functions on behalf of all Trustees.

The term “term of office” shall mean a period normally of three years commencing from the date that a Member becomes a Trustee.

The term “AGM” shall mean an Annual General Meeting of Members of the Charity.

The term “EGM” shall mean an Extraordinary General Meeting of Members of the Charity.

The term “OSCR” shall mean the Office of the Scottish Charity Regulator.

The term “PRP” means the document called the “Policy, Responsibilities & Procedures Manual” that is issued by the Charity for the use of the Trustees.

The term “Management Committee” shall mean the committee established under former constitutional arrangements to administer and manage the affairs of the Charity.

The term “Scheme of Transition” shall mean the transitional arrangements put in place by Trustees (see Appendix) whereby the expiry date of the term of office for Trustees appointed to the Charity’s former Management Committee is, where appropriate, either deferred or advanced from 2014 onwards so that after a period of three years the number of Trustees being elected annually to the Board will have been adjusted to represent approximately one-third of the total number of positions for Trustees on the Board as permitted by this Constitution.

A person of the male gender, or a function carried out by such person, shall also mean a person of the female gender where that would be an appropriate or reasonable interpretation.

A word or phrase in the singular shall also mean the plural where that would be an appropriate or reasonable interpretation.

D. OBJECTIVES

1. To relieve the needs of children, particularly Anglo-Indian, by supporting them at Dr Graham’s Homes, Kalimpong, or elsewhere, in continuance of the legacy of Dr. John Anderson Graham.
2. To advance the education of children by organising and managing a Sponsorship Scheme or Extended Sponsorship Scheme through which funds are maintained to provide sponsored children with scholarships or bursaries for the cost of their education or career training.
3. To relieve the poverty of children by providing the means for their education through the provision of accommodation and care for their well-being.

In order to achieve the Objectives, the Trustees shall have power to:-

- raise and hold funds which may be used or directed towards the foregoing Objective; and
- take any such further action as may be conducive to the attainment of the Objectives.

E. REGISTER AND RIGHTS OF MEMBERSHIP

1. The Sponsorship Secretary shall maintain a REGISTER OF MEMBERS.
2. A Member shall be entitled to attend Annual General Meetings or Extraordinary General Meetings and to be elected to the Charity's Board of Trustees or co-opted by the Trustees onto any Committee or Working Group the Trustees might establish.
3. Members are not permitted to attend meetings of the Board of Trustees and the Executive unless the Chairman issues a specific invitation to a named Member.

F. ADMINISTRATION

BOARD OF TRUSTEES

1. The affairs of the Charity shall be managed and its functions discharged by a BOARD OF TRUSTEES consisting of a MAXIMUM of 22 TRUSTEES, including Office Bearers but excluding any Honorary President and Vice-Presidents. Except for Treasurer and Sponsorship Secretary, Trustees are elected by Members at an AGM and SERVE for a TERM of THREE YEARS. Upon being appointed as Treasurer or Sponsorship Secretary the post-holder is automatically appointed as a Trustee by the Board, unless already a Trustee, and can serve for a term of up to three years. Trustees are eligible to be re-elected without any limit. All Trustees must relinquish their roles or positions at the end of their term, or terms, of office in the event that they are not re-elected.
2. The TRUSTEES shall MEET at least twice yearly on dates and at venues to be notified by the Committee Secretary as authorised by the Chairman. Additional meetings can take place on the authority of the Chairman. In the event that the Chairman is incapacitated or has a conflict of interest or is unable to convene a meeting of the Trustees for any other reason, the responsibility for convening the meeting shall lie with the Vice-Chairman.
3. The Chairman, or in his absence, the Vice-Chairman must attend each meeting of the Trustees.
4. At meetings of the Trustees each Trustee shall have a SINGLE and equal VOTE. Decisions are made by a simple majority vote exercised by those who are eligible and are present at the meeting but in the event of there being no majority the Chairman, or in his absence the Vice-Chairman, shall have a DISCRETIONARY CASTING-VOTE.
5. A QUORUM for meetings of the Trustees shall consist of 10 Trustees; including the Chairman, or in his absence the Vice-Chairman, and either the Treasurer or the Sponsorship Secretary and eight additional Trustees. For the avoidance of doubt if the Chairman is present, the Vice-Chairman will be treated as one of the other Trustees and likewise in the case of the Treasurer and the Sponsorship Secretary.

6. If for any reason a Trustee resigns before their term of office has expired the Chairman may CO-OPT a Member of the Charity as an interim Trustee until the next AGM when Members will elect a replacement Trustee for the balance of any term of office for which the original Trustee had been elected.
7. The Trustees must approve the Charity's annual accounts before they are presented to Members at an AGM.
8. The Trustees must approve the Charity's Constitution and any changes to it.
9. Upon the recommendation of the Executive, the Trustees must approve the Job Descriptions for the roles of Treasurer, Sponsorship Secretary and Committee Secretary.
10. Upon the recommendation of the Executive the Trustees must approve the appointment of any professional advisor, except for the Charity's Independent Examiner which is a matter for business at an AGM
11. The Trustees shall review annually the Charity's programme of Risk Management.
12. Trustees are UNPAID, except for the Treasurer and Sponsorship Secretary who receive an honorarium, but all Trustees are eligible to be REIMBURSED their reasonable EXPENSES in accordance with the Charity's criteria.
13. The Trustees can APPOINT an HONORARY PRESIDENT and any number of HONORARY VICE-PRESIDENTS on the terms set out in Section F, paragraphs 35 and 36.
14. The Trustees shall ELECT AND APPOINT from their ranks a CHAIRMAN of the Board, who shall also be Chairman of the Executive, and who is designated to be an Office Bearer. The appointment will take effect from the date of the next AGM and will be for a period of up to THREE YEARS.
15. If for any reason a Chairman prematurely ceases to act during his normal term, the Vice-Chairman shall act as Chairman in an interim capacity until a new Chairman is appointed by the Trustees.
16. The Trustees shall ELECT AND APPOINT from their ranks a COMMITTEE SECRETARY whose principal duties are to
 - work with the Chairman to prepare agendas and notices for meetings of the Trustees and ensure these are circulated to all Trustees at least 14 days before the meeting dates, attend all meetings and take minutes,
 - work with the Chairman to prepare agendas and notices for meetings of Members and Trustees at an AGM or EGM and ensure that the proper notice is given, attend the meeting and take minutes,
 - manage a REGISTER OF TRUSTEES to record their individual date of election, term of office and, where appropriate, the role which they undertake, initiating the timetable and process for new elections and appointments,
 - undertake any other reasonable tasks that are incorporated in a JOB DESCRIPTION for the role as set out in the PRP MANUAL.
17. Upon the recommendation of the Executive, the Trustees shall APPOINT a TREASURER and a SPONSORSHIP SECRETARY on the terms set out in Section F, paragraphs 28 to 34 inclusive.

18. When the Trustees appoint the Chairman, Vice-Chairman, Treasurer and Sponsorship Secretary the appointees are also DEEMED TO BE APPOINTED to the EXECUTIVE. The Trustees shall ELECT AND APPOINT others from amongst their ranks to fill the remaining positions on the EXECUTIVE (*see Section F, paragraph 20*) and shall DELEGATE to the Executive responsibility for the conduct of the functions and the exercise of the powers set out in Section F, paragraphs 20 to 27 inclusive.
19. Notwithstanding that each Trustee's term of office normally runs for three years, the Board will ensure at all times that approximately ONE-THIRD of all Trustees RETIRE from the Board annually to enable elections to the vacant positions to take place at the next AGM.

THE EXECUTIVE

20. The EXECUTIVE shall consist of a MAXIMUM of NINE TRUSTEES, comprising the Chairman, the Vice-Chairman, the Treasurer and the Sponsorship Secretary (*see Section F, paragraphs 14, 17, 18 and 24*) and five other Trustees. In the event that one Trustee is either the Chairman or Vice-Chairman and is also either the Treasurer or the Sponsorship Secretary then the fulfilment of these roles by a single Trustee will reduce temporarily the size of the Executive to a maximum of eight Trustees.
21. The EXECUTIVE shall MEET as often as is necessary but at least twice yearly. The Committee Secretary will work with the Chairman to help prepare agendas and notices and ensure these are circulated to the Executive's Trustees at least 14 days before the meeting date. Meetings can take place in person (at a specified venue) or by telephone or by a video conference call or by any other electronic means of communication provided that the Chairman of the meeting and all the other attendees and participants, including the Committee Secretary, are able to communicate with each other.
22. At meetings of the Executive each Trustee shall have a SINGLE and equal VOTE, EXCEPT for the Committee Secretary and any co-optees who shall have no vote. Decisions are made by a simple majority vote taken by those who are eligible and are either present at the meeting or are participating in the business of the meeting by telephone or any electronic communications media. In the event of there being no majority the Chairman, or in his absence the Vice-Chairman, shall have a DISCRETIONARY CASTING-VOTE. The Committee Secretary shall attend all meetings, take minutes and circulate these for review and approval by the Executive, excluding co-optees, before being finalised. Minutes must show how the business of the meeting was conducted and state the date, time and, if appropriate, the meeting's venue. The Chairman must sign the minutes as an accurate record and copies must be circulated to all Trustees by the Committee Secretary, retaining the signed original in the Charity's archive.
23. A QUORUM for the Executive shall consist of four Trustees who have a right to vote at Executive meetings and must include either the Chairman or Vice-Chairman and the Treasurer or the Sponsorship Secretary.
24. The Chairman shall APPOINT from within the ranks of the Trustees one person to act as VICE-CHAIRMAN of the Board of Trustees and also of the Executive. The Vice-Chairman shall be appointed for a TERM of up to THREE YEARS to RUN CONCURRENTLY with the Chairman's term of appointment unless that ends prematurely for any reason in which case the Vice-Chairman's appointment will be deemed to have been automatically

extended temporarily to enable him to act as Chairman in an interim capacity pending the election and appointment of a new Chairman.

25. Each Trustee who is appointed to the Executive shall hold that position for the remainder of his personal term of office as a Trustee.
26. Except where specifically provided for above, the Executive has delegated authority from the Trustees and shall have responsibility to
 - a) manage the charity's OBJECTIVES and day to day business affairs,
 - b) prepare financial reports,
 - c) prepare sponsorship reports,
 - d) ensure compliance with statutory and regulatory governance,
 - e) prepare the Charity's ANNUAL ACCOUNTS and REPORT, submitting same to the Trustees for approval prior to their circulation to Members, ensuring a copy is also lodged with OSCR,
 - f) prepare and manage a strategy to enable the Charity to meet its Objectives, such strategy to be reviewed every year and approved by the Trustees,
 - g) prepare and manage budgets for the operation of the Charity,
 - h) prepare and manage an annual business plan, including proposals for fundraising events, financial targets and levels of sponsorships, reporting outcomes annually to the Board,
 - i) publish an ANNUAL REPORT and a cyclical NEWSLETTER at approximate intervals of 6 months, circulating these publications to Members, Trustees and honorary appointees,
 - j) ensure that the approved minutes of meetings of the Executive, or extracts from the same, are circulated to all Trustees,
 - k) ensure that there is at all times a Trustee from the Executive who acts as the responsible lead contact and co-ordinator for the following activities or any combination thereof in regard to the Charity's Objectives:-
 - Sponsorship,
 - Finance,
 - Investment,
 - Fundraising,
 - Marketing and Promotion,
 - Risk Management,
 - Education,
 - Homes liaison for the welfare of Pupils and Students, and
 - Trustee Liaison,or any other activities, or combination of activities, that from time to time the Executive consider to be appropriate and relevant to the Charity's Objectives,
 - l) ensure the operation of the Charity's Constitution is fit for purpose, enabling the Charity to meet its Objectives; submitting to the Trustees for approval any recommendations for changes,
 - m) operate criteria for the reimbursement of reasonable expenses incurred by the Trustees,

- n) recruit and recommend to the Trustees for final approval the appointment of Sponsorship Secretary and Treasurer.
- o) identify and recommend to the Trustees for final approval the appointment of an Honorary President and Vice-Presidents,
- p) review, update and otherwise manage the PRP Manual, ensuring its content is accurate and fit for purpose so far as it is practicable to do so at any time,
- q) maintain JOB DESCRIPTIONS for the Treasurer, the Sponsorship Secretary and the Committee Secretary, including as appropriate the working processes to be followed and the identification and provision of the resources necessary to undertake those roles. The Job Descriptions must be approved by the Trustees,
- r) prepare and manage contracts of employment for the Sponsorship Secretary and the Treasurer, such contracts must be endorsed by the Charity's legal solicitor, agreed with the remunerated post- holders and approved by the Trustees,
- s) maintain a programme of RISK MANAGEMENT, identifying risks to the Objectives of the Charity, possible implications, appropriate controls or agreed responses. This programme must be reviewed annually by the Trustees,
- t) determine the criteria for operating and managing the Charity's BANK ACCOUNTS, ensuring the Treasurer reports this annually to the Trustees for the purpose of information only,
- u) communicate with the Homes and its Board of Management as appropriate in pursuit of the Charity's Objectives,
- v) deal with any other matter that might arise from time to time in regard to the Charity's Objectives,
- w) put in place an appropriate SCHEME OF TRANSITION for the re-alignment of future election dates for Trustees to ensure the requirement set out in Section F, paragraph 19 is realised (*see Appendix for specific detail*).

27. To FULFIL its responsibilities the Executive shall be able to

- a) with the agreement of the Trustees, convene any Sub Committee or Working Group for specific purposes,
- b) with the agreement of the Trustees, purchase, hire or otherwise acquire property and other assets and dispose of same,
- c) invest in any stock, share or security quoted on a recognised Stock Exchange and, if thought appropriate, to appoint suitable professional advisers to whom full discretionary investment management may be delegated. Investments may be held in a Nominee Company's name. All investments and stock exchange transfers must be in accordance with the INVESTMENT OBJECTIVE AND POLICY set out in the PRP Manual and any stock transactions must be reported to the Trustees at the next Board meeting; the purpose of the reporting is to enable the Trustees to have an overview of the Charity's investments and to undertake a supervisory role,
- d) with the agreement of the Trustees, borrow or raise money for the purpose of the Charity on such terms and on such security as the Executive may consider to be appropriate,

- e) except for the appointment of professional advisors, the Executive can enter into contracts for the benefit of the Charity, the principal terms of which have previously been approved by the Trustees,
- f) identify and recommend to the Trustees for appointment professional advisers for the benefit of the Charity, who shall be remunerated for their expertise at rates agreed by the Executive, EXCEPT for the appointment of an INDEPENDENT EXAMINER in regard to the Charity's annual accounts which is a matter for consideration by Members at an AGM,
- g) CO-OPT onto the Executive or any Sub-Committee or Working Group any other Trustee of the Charity or other person to undertake a specific role for a limited period in pursuit of the Charity's Objectives. Any such co-option must be reported at the next meeting of the Trustees at which if there is an objection by a majority of the non-Executive Trustees the person who has been co-opted will cease to act as soon as reasonably practical. Co-optees shall not be able to vote at any meeting of the Executive.

OFFICE BEARERS

- 28. The positions of CHAIRMAN, TREASURER, SPONSORSHIP SECRETARY and COMMITTEE SECRETARY are designated to be OFFICE BEARERS and a Job Description for each of the roles (except Chairman) is set out in the PRP Manual.
- 29. On appointment, unless he is already a Trustee of the Charity, each Office Bearer shall be deemed to be a Trustee of the Charity (without the need for any formal election) with all the associated rights and responsibilities.
- 30. The Trustees shall, on the recommendation of the Chairman, fix the HONORARIUM to be paid to the Treasurer and the Sponsorship Secretary. With the Chairman's agreement the Trustees shall be able to re-appoint the same person to the role of Treasurer, Sponsorship Secretary or Committee Secretary.
- 31. At all times the Chairman, on behalf of the Trustees, is responsible for managing the performance and conduct of the Office Bearers. If the Chairman cannot properly undertake this role, or has a conflict of interest, the responsibility shall lie with the Vice-Chairman. The Treasurer and the Sponsorship Secretary shall act only in a provisional capacity pending approval by the Board. Although in the meantime the appointees have all normal rights and responsibilities associated with their position, if the Board does not approve an appointment the person will cease to undertake the role as soon as practicable and in that event normal on-going voting rights will be suspended. Throughout this period the Chairman has management discretion and responsibility to ensure the Charity's Objectives are not prejudiced and are effectively undertaken by the provisional appointee.
- 32. An appointment as an Office Bearer can be terminated prematurely upon giving notice by either party except in cases of gross misconduct when no notice will be required, otherwise the period of notice shall be 3 months unless the Chairman agrees, at his absolute discretion, a different period.
- 33. If for any reason the Treasurer, Sponsorship Secretary or Committee Secretary CEASES TO ACT during their term of office, an interim successor may be appointed by the Chairman to serve until the Trustees appoint a replacement. If the Chairman ceases to act the Vice-

Chairman shall act in an interim capacity until a new Chairman is appointed. Throughout this period the Chairman, or Vice-Chairman if appropriate, has management discretion and responsibility to ensure the Charity's Objectives are not prejudiced and are effectively undertaken by the interim appointee.

34. With the exception of the Vice-Chairman when acting as an interim Chairman, an interim Office Bearer will have no voting rights.

HONORARY PRESIDENT AND VICE-PRESIDENTS

35. The Trustees can appoint an Honorary President and any number of Honorary Vice-Presidents in recognition of past service to the Charity. Such persons, who will not be Trustees, shall be entitled to attend meetings of the Board (but not the Executive) in an ex-officio capacity without any voting rights unless the Trustees agree otherwise for any specific appointee, although personal views, advice and guidance can be expressed at meetings.
36. Reasonable expenses can be claimed in accordance with the criteria applicable to Trustees.

G. CHANGES TO THE CONSTITUTION

Any future changes to the Constitution must be considered at a quorate meeting of the Board of Trustees and can only be implemented in the event of there being a vote at which two-thirds of the Trustees present support a RESOLUTION that sets out the detail of the constitutional change.

H. CONDUCT OF TRUSTEES

1. Trustees must carry out their duties in accordance with the Charity's Objectives and Constitution and all statutory and regulatory requirements. Trustees must not behave in such a manner that will harm the Charity or bring it into disrepute. The Chairman, or Vice-Chairman if appropriate, can make a recommendation to the Trustees that a Trustee (including an Office Bearer) shall be dismissed for GROSS MISCONDUCT. In that event the Board will appoint a DISCIPLINARY PANEL of three Trustees, chaired by either the Chairman or Vice-Chairman as appropriate to consider the recommendation, make a final decision and implement as appropriate without any further reference to the Board of Trustees.
2. Any decision by the Disciplinary Panel to dismiss for gross misconduct will be effective immediately without notice but subsequently confirmed in writing and recorded in the minutes of the next meeting of the Trustees.

I. MEETINGS OF MEMBERS

1. Upon giving NOTICE of 21 DAYS to Members the ANNUAL GENERAL MEETING shall be held in each calendar year at such time and place as the Chairman shall determine for the following purposes:
 - a) to receive and approve the Annual Accounts of the Charity and reports;

- b) to elect Members as Trustees to fill any vacancies;
 - c) to appoint an Independent Examiner or Auditor, as appropriate, for the annual accounts; and,
 - d) to transact any other competent business.
2. A QUORUM for an AGM shall comprise a minimum of 15 Members, of whom at least four shall be Trustees including the Chairman or Vice-Chairman and either the Sponsorship Secretary or the Treasurer. The Committee Secretary must attend the meeting and take minutes.
 3. An AGM shall be open to the public but only Members are permitted to vote.
 4. An EXTRAORDINARY GENERAL MEETING may be called by either the Chairman, with the Board's approval, or by Members of whom at least 20 must make a signed submission to the Chairman. In either case the proposer(s) for an EGM must prepare a background statement that sets out the business to be conducted at an EGM together with a draft resolution. Either on his own initiative or on receipt of a valid request by Members the Chairman will
 - a) Give NOTICE of 21 DAYS to all Members that an EGM is to be held,
 - b) state the time and place, and
 - c) enclose a copy of the business statement and draft resolution.
 5. A QUORUM for an EGM shall comprise a minimum of 20 Members of whom at least four shall be Trustees including the either the Chairman or the Vice-Chairman and the Sponsorship Secretary and the Treasurer. The Committee Secretary must attend the meeting and take minutes.
 6. The public cannot be admitted to an EGM.
 7. The Chairman, or in his absence the Vice-Chairman, will conduct the business of the AGM or EGM.
 8. For the purpose of voting at an AGM or EGM all Members must cast their vote in person and be present at the meeting. Each Member has a single and equal vote, including those Members whose identity is a company, institution, trust or other body and have sent an authorised representative to attend the meeting. Decisions are made by a simple majority vote by those Members and Trustees who are present but in the event of there being no majority the Chairman, or in his absence the Vice-Chairman, shall have a discretionary casting-vote.

J. FINANCE

Each financial accounting year shall normally comprise a period of 12 months ending on 31 January. Accounts shall be prepared by the Treasurer and thereafter examined by an Independent Examiner who shall report thereon at the following AGM.

K. DATE OF IMPLEMENTATION

This CONSTITUTION was APPROVED by OSCR on 16 December 2014 and by the Board of Trustees at its meeting held on 29 January 2015. The Constitution CAME INTO EFFECT on 29 January 2015.

L. TRANSITIONAL ARRANGEMENTS

1. To facilitate the implementation of the triennial election provisions for personal appointments as a Trustee under this Constitution, a SCHEME OF TRANSITION is APPENDED which sets down the transitional term of office for those Trustees who had been appointed to the Charity's former Management Committee.
2. These arrangements are only temporary and shall apply only during the period described in the Scheme of Transition, which shall cease to be part of the Charity's Constitution once the transitional arrangements have been fulfilled.

M. WINDING UP

1. If at any time the Trustees consider that the Charity's Objectives can no longer be achieved or could be achieved in some other manner, the Charity may be WOUND UP BY an appropriate RESOLUTION PASSED by at least TWO-THIRDS of the Members present at an Extraordinary General Meeting convened for this purpose. Any decision to wind-up the Charity must ALSO INCLUDE a RESOLUTION PASSED by at least TWO-THIRDS of the Members and Trustees present to decide where to place any FUNDS that might otherwise be LEFT after the Charity has been wound-up and its expenses paid.
2. There is a presumption that any surplus funds shall be transferred to the bank account of Dr Graham's Homes, Kalimpong, India. Should this not be the decision taken by Members and Trustees the funds shall be transferred to such other charitable organisation or fund which has similar Objectives, or compatible aims and goals as those attending the EGM may consider to be appropriate.

END

THE UK COMMITTEE OF DR. GRAHAM'S HOMES, KALIMPONG

Introduction of new election arrangements for Trustees

SCHEME OF TRANSITION

Background

1. At a meeting of the Charity's Trustees, held on 13 March 2013, the Trustees agreed that the constitutional arrangements that were in operation at that time should be reviewed in order to state the Charity's Objectives and to clarify its management structure and procedures to ensure that the conduct of its affairs is efficient and effective.
2. To facilitate the review, the Trustees appointed an Executive team from within their ranks and tasked them to review the original constitution, making recommendations for any changes and to bring these to the Trustees for consideration later in the year.
3. The Executive team completed the review and its recommendations were incorporated into a new Constitution for the Charity which was approved at a meeting of the Trustees as set down in section K of the Constitution.

Period of Operation

4. This Scheme of Transition shall commence on the date that the Constitution, of which it forms a part, was approved by Trustees and, unless Trustees subsequently decide otherwise, it shall end immediately after the AGM that will take place in 2016.
5. In the event that Trustees decide to change the Scheme of Transition's expiry date, Trustees must put in place appropriate alternative measures to ensure that approximately one-third of the positions on the Board of Trustees will still be vacated annually, enabling elections to take place at the next AGM.

Transitional Arrangements

6. An Executive team, comprising nine Trustees, was appointed by the Trustees on 13 March 2013 to hold office for a period of up to 3 years. The remaining Trustees, who had been appointed under the Charity's former Management Committee, had disparate expiry dates for their individual terms of office which meant these were not wholly compatible with the provisions for electing Trustees under the (new) Constitution. Therefore this Scheme of Transition aims to adjust the expiry date where appropriate for the term of office for some Trustees so that these are harmonised to the election provisions in the (new) Constitution.
7. When the (new) Constitution came into effect there were 20 Trustees filling positions on the Board with an additional two positions being vacant.

8. The number of Trustee appointments and roles to be vacated at future AGMs and offered for election are as follows:

AGM YEAR	No. of TRUSTEE ELECTIONS	<i>of which the following Trustees are also on the Executive</i>	No. of EXECUTIVE POSITIONS AFFECTED BY ELECTIONS	EXECUTIVE ROLE/NAME
2014	7		4	Chair ^{*1&2} , Sponsorship Sec. ^{*1} , Vice-Chair ^{*2} , David W
2015	6		4	Chair ^{*1&2} , Vice-Chair ^{*2} , Treasurer, James MacH
2016	7		3	Pat S, Ann C, Alistair McC
TOTAL	20 ^{*3}			

NOTES:

- ^{*1} These two Executive roles are undertaken by one person whose appointment as Chairman is extended by one year from the AGM in 2014, expiring at the AGM in 2015.
- ^{*2} Each appointment to these roles is extended by one year from the AGM in 2014, expiring at the AGM in 2015.
- ^{*3} The number of Trustees is stated as at January 2014.

9. **AGM in 2017 and onwards**

As the transitional arrangements are expected to have been completed at the previous AGM, the number of Trustees retiring at this AGM will be those who were elected at the AGM in 2014. This pattern will be repeated at subsequent AGMs.

END