

CONSTITUTION

of

NAIRN SPORTS CLUB SCIO

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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 NAIRN SPORTS CLUB SCIO.

Purposes

- 4 The organisation's purposes are:

To promote, encourage and develop an interest in sport for all, advance health in general and provide a recreational facility to improve the conditions of life of the people of Nairn and beyond without distinction of age, sex, sexual orientation, race, or political, religious or other opinion.

This will be done by:

- 4.1 Promoting the benefit and the advantages of participation in sport.
- 4.2 Providing facilities in the interest of social welfare for recreation and leisure time activities.
- 4.3 Promoting sport amongst young people, provide facilities for the coaching and health education of young people and encourage participation in sport by said young people.
- 4.4 Arranging matches with other organisations to encourage team spirit and social interaction.

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 committee and take decisions on changes to the constitution itself at the AGM;
 - 9.2 the COMMITTEE - who hold regular meetings, and generally control the activities of the organisation; for example, the committee is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the committee are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Membership is open to any individual, subject to the payment of the appropriate membership subscription.

There will be the following main classes of membership:

Family, Senior, Adult, Youth, Junior, Honorary Life membership.

Members under the age of 18 are not eligible to be on the committee

And such classes of membership as may be determined from time to time at a General Meeting. Applications for memberships will be decided by a simple majority vote of the committee of the club as hereinafter constituted.

- 12 Employees of the organisation, can attend committee meetings, but are not eligible to be on the committee.

Application for membership

- 13 Any person who wishes to become a member must sign a written application for membership.
- 14 The committee may, at its discretion, refuse to admit any person to membership.
- 15 The committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

Membership subscription

Membership subscription, for each class of member, shall be determined at the Annual General Meeting or Special General Meeting.

- 16 Any member who, after notification that his/her subscription is due, has not paid the subscription by the due date, shall lose all rights and privileges of membership.

Subscriptions shall be payable in full each year or by monthly direct debit.

Register of members

- 17 The committee must keep a register of members, setting out for each current member:

Their full name and address and the date on which they were registered as a member of the organisation.

Shall maintain a register of members and their associated personal details in accordance with GDPR (General Data Protection Regulations)

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

18.1 which arises from a resolution of the committee or a resolution passed by the members of the organisation; or

18.2 which is notified to the organisation.

- 19 If a member or charity trustee of the organisation requests a copy of the register of members, the committee must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if

the request is made by a member (rather than a charity trustee), the committee may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 20 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, they will cease to be a member as from the time when the notice is received by the organisation.

Expulsion from membership

- 21 Any person may be expelled from membership by way of a resolution passed by the committee, not less than three quarters of those present and voting at a committee meeting, providing the following procedures have been observed:-
- 21.1 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;
 - 21.2 the member concerned will be entitled to be heard on the resolution at the committee meeting at which the resolution is proposed.

Termination

- 22 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 23 The committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 24 The gap between one AGM and the next must not be longer than 15 months.
- 25 The business of each AGM must include:-
- 25.1 a report by the chair on the activities of the organisation;
 - 25.2 consideration of the annual accounts of the organisation;
 - 25.3 the election/re-election of charity trustees, as referred to in clauses 53 to 56.

26 The committee may arrange a special members' meeting at any time.

Power to request the committee to arrange a special members' meeting

27 The committee must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of the organisation at the time, providing:

27.1 the notice states the purposes for which the meeting is to be held; and

27.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

28 If the committee receive a notice under clause 27, 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

29 At least 21 clear days' notice must be given of any AGM or any special members' meeting.

30 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

30.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

30.2 in the case of any other resolution falling within clause 40 (requirement for three quarters majority) must set out the exact terms of the resolution.

31 The reference to "clear days" in clause 29 shall be taken to mean that, in calculating the period of notice,

31.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

31.2 the day of the meeting itself should also be excluded.

32 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.

33 Any notice which requires to be given to a member under this constitution must be: -

33.1 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

34 No valid decisions can be taken at any members' meeting unless a quorum is present.

35 The quorum for a members' meeting is 15 members, present in person.

36 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.

37 The chair of the organisation should act as chairperson of each members' meeting.

38 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

39 Every member has one vote, which must be given personally.

40 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 41.

41 The following resolutions will be valid only if passed by not less than three quarters of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 45):

41.1 a resolution amending the constitution;

41.2 a resolution directing the committee to take any particular step (or directing the committee not to take any particular step);

41.3 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);

- 41.4 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);
- 41.5 a resolution for the winding up or dissolution of the organisation.
- 42 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.
- 43 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 44 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

- 45 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

- 46 The committee must ensure that proper minutes are kept in relation to all members' meetings.
- 47 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.
- 48 The committee shall make available copies of the minutes referred to in clause 46 to any member of the public requesting them; but on the basis that the committee may exclude confidential material to the extent permitted under clause 90.

COMMITTEE

Number of charity trustees

- 49 The maximum number of charity trustees is 15 out of that:

- 49.1 no more than 15 shall be charity trustees who were elected/appointed under clauses 53 and 54 (or deemed to have been appointed under clause 52); and
- 49.2 no more than 1 shall be charity trustees who were co-opted under the provisions of clauses 57 and 58.

The minimum number of charity trustees is 11.

Eligibility

- 50 A person shall not be eligible for election/appointment to the committee under clauses 52 to 55 unless they are a member of the organisation; a person appointed to the committee under clause 57 need not, however, be a member of the organisation.
- 51 A person will not be eligible for election or appointment to the committee if they are: -
 - 51.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 51.2 an employee of the organisation.
 - 51.3 Under the age of 18

Initial charity trustees

- 52 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

- 53 At each AGM, the members may elect any member (unless they are debarred from membership under clause 51) to be a charity trustee.
- 54 The committee may at any time appoint any member (unless they are debarred from membership under clause 51) to be a charity trustee.
- 55 At each AGM, all of the charity trustees elected/appointed under clauses 53 and 54 (and, in the case of the first AGM, those deemed to have been appointed under clause 52) shall retire from office – but shall then be eligible for re-election under clause 53.
- 56 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
 - 56.1 they advise the committee prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

- 56.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
- 56.3 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

- 57 In addition to their powers under clause 54, the committee may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 49, and providing they are not debarred from membership under clause 51) either on the basis that they have been nominated by a “body with which the Nairn Sports Club has close contact in the course of its activities”. or on the basis that they have specialist experience and/or skills which could be of assistance to the committee.
- 58 At each AGM, all of the charity trustees appointed under clause 57 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 59 A charity trustee will automatically cease to hold office if: -
 - 59.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 59.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 59.3 (in the case of a charity trustee elected/appointed under clauses 52 to 56) they cease to be a member of the organisation;
 - 59.4 they become an employee of the organisation;
 - 59.5 they give the organisation a notice of resignation, signed by them;
 - 59.6 they are absent (without good reason, in the opinion of the committee) from more than three consecutive meetings of the committee - but only if the committee resolves to remove them from office;
 - 59.7 they are removed from office by resolution of the committee on the grounds that they are considered to have committed a

material breach of the code of conduct for charity trustees (as referred to in clause 75);

- 59.8 they are removed from office by resolution of the committee on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 59.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 60 A resolution under paragraph 59.7, 59.8 or 59.9 shall be valid only if: -
- 60.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - 60.2 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
 - 60.3 (in the case of a resolution under paragraph 59.7 or 59.8) 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

- 61 The board must keep a register of charity trustees, setting out
- 61.1 for each current charity trustee:

Their full name and address; the date on which they were appointed as a charity trustee; and any office held by them in the organisation;

For each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:

The name of the charity trustee; any office held by them in the organisation; and the date on which they ceased to be a charity trustee.

The committee must ensure that the register of charity trustees is updated within 28 days of any change, which arises from a resolution of the committee or a resolution passed by the members of the organisation or which is notified to the organisation.
- 62 If any person requests a copy of the register of charity trustees, the committee must ensure that a copy is supplied to them 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

- 63 The chair, a treasurer and a secretary will be elected at the AGM.
- 64 In addition to the office-bearers required under clause 63, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 65 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 63 or 64.
- 66 A person elected to any office will automatically cease to hold that office: -
- 66.1 if they cease to be a charity trustee; *or*
 - 66.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of Committee

- 67 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the committee and the committee may exercise all the powers of the organisation.
- 68 A meeting of the committee at which a quorum is present may exercise all powers exercisable by the board.
- 69 The members may, by way of a resolution passed in compliance with clause 41 (requirement for three quarters), direct the committee to take any particular step or direct the committee not to take any particular step and the committee shall give effect to any such direction accordingly.

Charity trustees - general duties

- 70 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:-
- 70.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 70.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 70.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:

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

70.3.2 where any other duty prevents them 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;

70.4 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.

71 In addition to the duties outlined in clause 70, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

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

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

72 Provided they have declared their interest - and have 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 they have a personal interest; and (subject to clause 73 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

73 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 their duties as a charity trustee.

74 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

75 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the committee from time to time.

76 The code of conduct referred to in clause 75 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 committee meetings

- 77 Any charity trustee may call a meeting of the committee *or* ask the secretary to call a meeting of the committee.
- 78 At least 7 days' notice must be given of each committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at committee meetings

- 79 No valid decisions can be taken at a committee meeting unless a quorum is present; the quorum for committee meetings is 5 charity trustees, present in person.
- 80 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 79, 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.
- 81 The chair of the organisation should act as chairperson of each committee meeting.
- 82 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.
- 83 Every charity trustee has one vote, which must be given personally.
- 84 All decisions at committee meetings will be made by majority vote.
- 85 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.
- 86 The committee may, at its discretion, allow any person to attend and speak at a committee meeting notwithstanding that they are not a charity trustee - but on the basis that they have no voting rights.
- 86.1 A charity trustee must not vote at a committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts

(or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.

87 For the purposes of clause 86.1: -

87.1 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;

87.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

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

89 The minutes to be kept under clause 88 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

89.1 The committee shall (subject to clause 90) make available copies of the minutes referred to in clause 88 to any member of the public requesting them.

90 The committee may exclude from any copy minutes made available to a member of the public under clause 89.1 any material which the committee 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

91 The committee 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.

92 The committee 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.

- 93 When delegating powers under clause 91 or 92, the committee must set out appropriate conditions (which must include an obligation to report regularly to the committee).
- 94 Any delegation of powers under clause 91 or 92 may be revoked or altered by the committee at any time.
- 95 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the committee.

Operation of accounts

- 96 Subject to clause 97, 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.
- 97 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 96.
- 98 All monies raised by or on behalf of the Club shall be applied to further the Objects of the Club and for no other purposes. Nothing shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Club and fees to professional and technical advisers. Members of the Committee or any of its Sub-committee may be appointed reasonable out-of-pocket expenses.
- 99 The Treasurer shall keep proper accounts of the finances of the Club. A Financial Statement and (if appropriate) a Balance Sheet shall be prepared and submitted annually.
- 100 The financial year shall be from 1st March to last day of February.

A bank account shall be opened in the name of the Club with a bank or building society as the Committee shall from time to time decide. The Committee shall authorise in writing four members of the Committee, one of whom shall be the Treasurer, to sign cheques on behalf of the Club. All cheques must be signed by no less than two of the four authorised signatories.

The committee shall have the authority to borrow finance on behalf of the Club, subject to the agreement, by a simple majority, of an Annual General Meeting or Special General Meeting.

The committee shall appoint and fix the remuneration of a Club Manager and of all such other staff as may in their opinion be necessary.

Accounting records and annual accounts

- 101 The committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 102 The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting, unless gross income is less than £100,000, in which case the accounts will be independently examined.

MISCELLANEOUS

Winding-up

- 103 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.
- 104 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

- 105 This constitution may (subject to clause 110) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 41) or by way of a written resolution of the members.
- 106 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 107 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
 - 107.1 any statutory provision which adds to, modifies or replaces that Act; and

107.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 107.1 above.

108 In this constitution: -

108.1 “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;

108.2 “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.