



**SCVO Model SCIO Constitution (single-tier)**

**CONSTITUTION**

**of**

**ROSIAN SCIO**

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 13
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, appointment/ retiral, termination of office, register of charity trustees, office-bearers, powers, general duties, code of conduct	clauses 14 - 42
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at board meetings, minutes	clauses 43 - 58
<b>DECISION-MAKING BY THE CHARITY TRUSTEES AS MEMBERS</b>	AGMs and other members' meetings, notice, procedure, voting at members' meetings, written resolutions, minutes	clauses 59 - 80
<b>ADMINISTRATION</b>	sub-committees, operation of accounts, accounting records and annual accounts	clauses 81 - 89
<b>MISCELLANEOUS</b>	winding up, alterations to the constitution, interpretation	clauses 90 - 95

## **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 Rosian SCIO.

### **Purposes**

- 4 The advancement of environmental protection or improvement by reducing Global Warming through making donations to reforestation projects run by reputable charitable organisations

### **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 charity trustees. Trustees cannot receive payments for providing services to the charity. Trustees cannot receive dividends or payments for managing the charity.

### **Liability of charity trustees**

- 7 The charity trustees of the organisation (in their capacity as members - see clause 11) 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 charity trustees will not be held responsible.
- 8 The 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 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The board also appoints charity trustees to fill vacancies, and the people serving on the board (in their capacity as members of the organisation - see clauses 11 and 13) have power to make changes to the constitution itself.
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES - and they are *also* the MEMBERS of the organisation for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.

- 12 Under the provisions of this constitution, no-one can be a member unless they are also a charity trustee of the organisation.
- 13 The Charities and Trustee Investment (Scotland) Act 2005 requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation.

## **BOARD**

### **Number of charity trustees**

- 14 The maximum number of charity trustees is 12.
- 15 The minimum number of charity trustees is 3.

### **Eligibility**

- 16 A person will not be eligible for election or appointment to the board if they are: -
  - 16.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 16.2 an employee of the organisation.

### **Initial charity trustees**

- 17 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.

### **Appointment/retiral**

- 18 The board may at any time appoint any person to be a charity trustee - by way of a resolution passed by majority vote at a board meeting.
- 19 At the conclusion of the first AGM, none of the charity trustees shall retire from office;
- 20 At the conclusion of each AGM (other than the first)
  - 20.1 any charity trustees appointed during the period since the preceding AGM (but excluding those re-appointed under clause 22 during that period) may decide to retire from office;
  - 20.2 out of the remaining charity trustees, one may decide to retire from office.
- 21 The charity trustees to retire under paragraph 20.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between persons who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
- 22 A charity trustee who retires from office under clause 19 or 20 at the conclusion of an AGM shall be eligible for re-appointment under clause 18 at the next board meeting.
- 23 A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected at the board meeting which next follows unless:

- 23.1 they advise the board that they do not wish to be re-appointed; or
- 23.2 a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.

#### **Termination of office**

- 24 A charity trustee will automatically cease to hold office if: -
  - 24.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 24.2 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;
  - 24.3 they become an employee of the organisation;
  - 24.4 they give the organisation a notice of resignation, signed by them;
  - 24.5 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
  - 24.6 they are removed from office by resolution of the board 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 41);
  - 24.7 they are removed from office by resolution of the board 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
- 25 A resolution under paragraph 24.6 or 24.7 shall be valid only if: -
  - 25.1 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;
  - 25.2 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
  - 25.3 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**

- 26 The board must keep a register of charity trustees, setting out
  - 26.1 for each current charity trustee:
    - 26.1.1 their full name and address;
    - 26.1.2 the date on which they were appointed as a charity trustee; and

- 26.1.3 any office held by them in the organisation;
- 26.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
  - 26.2.1 the name of the charity trustee;
  - 26.2.2 any office held by them in the organisation; and
  - 26.2.3 the date on which they ceased to be a charity trustee.
- 27 The board must ensure that the register of charity trustees is updated within 28 days of any change:
  - 27.1 which arises from a resolution of the board; or
  - 27.2 which is notified to the organisation.
- 28 If any person requests a copy of the register of charity trustees, the board 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.
- 29 The members of the organisation are identical to its charity trustees - and therefore the organisation does not require to keep a separate register of members.

#### **Office -bearers**

- 30 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 31 In addition to the office-bearers required under clause 30, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 32 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 30 or 31.
- 33 A person elected to any office will automatically cease to hold that office: -
  - 33.1 if they cease to be a charity trustee; *or*
  - 33.2 if they give to the organisation a notice of resignation from that office, signed by them.

#### **Powers of board**

- 34 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 35 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

## **Charity trustees - general duties**

- 36 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:-
- 36.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 36.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 36.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party: -
    - 36.3.1 put the interests of the organisation before that of the other party;
    - 36.3.2 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;
  - 36.4 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.
- 37 In addition to the duties outlined in clause 36, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 37.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 37.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 38 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 39 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.
- 39 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.
- 40 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**

- 41 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 42 The code of conduct referred to in clause 41 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties

imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

## **DECISION-MAKING BY THE CHARITY TRUSTEES**

### **Notice of board meetings**

- 43 Any charity trustee may call a meeting of the board.
- 44 At least 14 days notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at board meetings**

- 45 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees.
- 45.1 A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment -so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 46 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 45, 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.
- 47 The chair of the organisation should act as chairperson of each board meeting.
- 48 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.
- 49 Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 45.1 will be taken to be given personally for the purposes of this clause.
- 50 All decisions at board meetings will be made by majority vote.
- 51 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.
- 52 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 53 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which 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.

- 54 For the purposes of clause 53: -
- 54.1 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;
  - 54.2 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**

- 55 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 56 The minutes to be kept under clause 55 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 57 The board shall (subject to clause 58) make available copies of the minutes referred to in clause 55 to any member of the public requesting them.
- 58 The board may exclude from any copy minutes made available to a member of the public under clause 57 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **DECISION-MAKING BY THE CHARITY TRUSTEES - IN THEIR CAPACITY AS MEMBERS**

- 59 For certain purposes of the Charities and Trustee Investment (Scotland) Act 2005, the charity trustees make decisions in their capacity as *members* of the organisation, rather than as a board; the provisions of clauses 60 to 80 relate to those situations.

### **Annual general meetings**

- 60 The board must convene a meeting of the charity trustees - in their capacity as members of the organisation - in each calendar year; that meeting will be called an annual general meeting or "AGM".
- 61 The gap between one AGM and the next must not be longer than 15 months.
- 62 Notwithstanding clause 60, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 63 The business of each AGM must include:-
- 63.1 a report by the chair on the activities of the organisation; and
  - 63.2 consideration of the future strategy for the organisation, including a review of key risks and opportunities.
- 64 The board may convene any other meeting of the charity trustees - in their capacity as members of the organisation - at any time.

### **Notice of members' meetings**

- 65 At least 14 clear days' notice must be given of any AGM or any other members' meeting.
- 66 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 67 The reference to "clear days" in clause 65 shall be taken to mean that, in calculating the period of notice,
- 67.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
  - 67.2 the day of the meeting itself should also be excluded.
- 68 Notice of every members' meeting must be given to all the charity trustees; but the accidental omission to give notice to one or more charity trustees will not invalidate the proceedings at the meeting.
- 69 Any notice of a members' meeting which requires to be given to a charity trustee - in their capacity as a member of the organisation - under this constitution must be: -
- 69.1 sent by post to the charity trustee, at the address last notified by them to the organisation; or

69.2 sent by e-mail to the charity trustee, at the e-mail address last notified by them to the organisation.

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

- 70 The provisions of clauses 45, 47 and 48 (quorum and chairperson) shall apply in relation to all meetings of the charity trustees in their capacity as members of the organisation.
- 70.1 The board may make arrangements, in advance of any members' meeting, to allow charity trustees (in their capacity as members of the organisation) to participate in the members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment -so long as all those participating in the meeting can hear each other; a charity trustee participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

### **Voting at members' meetings**

- 71 Every charity trustee has one vote in his/her capacity as a member, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 70.1 will be taken to be given personally for the purposes of this clause.
- 72 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 73.
- 73 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 77):
- 73.1 a resolution amending the constitution;
  - 73.2 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);
  - 73.3 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);
  - 73.4 a resolution for the winding up or dissolution of the organisation.
- 74 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.
- 75 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.
- 76 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**

- 77 A resolution agreed to in writing (or by e-mail) by all the charity trustees, in their capacity as members of the organisation, 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 charity trustee agreed to it.

### **Minutes**

- 78 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 79 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.
- 80 The board shall make available copies of the minutes referred to in clause 78 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 58.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 81 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 82 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 83 When delegating powers under clause 81 or 82, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 84 Any delegation of powers under clause 81 or 82 may be revoked or altered by the board at any time.
- 85 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

### **Operation of accounts**

- 86 Subject to clause 87, 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.
- 87 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 86.

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

- 88 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 89 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

## MISCELLANEOUS

### Winding-up

- 90 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.
- 91 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

- 92 This constitution may (subject to clause 93) be altered by resolution of the charity trustees - in their capacity as members of the organisation - passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 73) or by way of a written resolution of the charity trustees in their capacity as members.
- 93 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

- 94 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 94.1 any statutory provision which adds to, modifies or replaces that Act; and
- 94.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 94.1 above.
- 95 In this constitution: -
- 95.1 "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;
- 95.2 "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.

### GRANT MAKING

- 96 As described in its purpose (4), the organisation makes donations to reforestation projects run by reputable charities. All the following requirements must be fulfilled by the donee(s) in order to be considered to receive donations from the organisation:
- 96.1 **Charitable status:** The donee must hold a charitable status (registered in the UK or in the USA as 501(c)(3)) at the time of the donation.
- 96.2 **Legal entity:** The donee must be a legal entity and not a real person.

- 96.3 **Establishment:** The legal entity must hold charitable status for at least 3 years prior to the donation.
- 96.4 **Organisation objectives/donation usage:** The donee must use 100% of the donation to execute its reforestation project.
- 96.5 **Minimum annual income:** The organisation must have at least \$100,000 annual income in the previous year (preceding the donation).
- 96.6 **Past achievements:** The donee has at least 1,000,000 trees planted in the last 3 years.
- 97 To organisation will not make donations to individuals (real people) or to businesses. A donee must always fulfil the criteria described in (96).
- 98 The organisation must publish on its website an application method and process for potential donee(s).
- 99 The organisation must conduct a check on new donee applicants. These checks must consider at least the following aspects:
- 99.1 The donee's public annual reports for the previous 3 years.
- 99.2 The donee's reputation and its leaders' reputation.
- 100 The organisation must conduct checks to ensure the donee(s) used the donation according to the desired purpose. The invested effort of these checks has to be proportionate to the donated amounts. Such checks can be (not a full list):
- 100.1 Review annual reports of the donee.
- 100.2 Requesting photographic or video evidence from the donee.
- 100.3 Request breakdown of the donation spending.
- 100.4 Request on-site visit.
- 101 The organisation has the power to donate to separate donees as long as they fulfil the criteria specified earlier (section 96).
- 102 Given that the organisation may work with multiple donees (see 101), there needs to be a prioritisation process for splitting the donation amount between donees reasonably. This process must consider at least the following (not a full list):
- 102.1 Efficiency of reforestation project (such as cost per tree)
- 102.2 Effectiveness of the reforestation project (such as how well the planted trees combat climate change)
- 103 Accepting the application of a donee must be done through a majority vote of the trustees.
- 104 Once a donee application is accepted, the organisation and the donee must establish a written agreement or contract about the nature of the donation. In this contract, the donee must declare that the donation will be used as described in (96.4).

- 105 Donations to donees must always be made in some electronic format (such as bank transfer)

### **Activities**

- 106 To achieve its purposes (see 4), the organisation may enter into the following activities (not a full list):
- 106.1 The creation of high-quality, scientifically well-referenced articles:
- 106.1.1 Describing various aspects of the problem space of Global Warming, including its potential short-term and long-term economic and social impacts.
  - 106.1.2 Providing practical lifestyle advice for individuals in regard to minimising the environmental footprint.
  - 106.1.3 Photos, videos, and art pieces based on or related to the articles.
- 106.2 The articles are made available for free of charge without requiring any form of compensation from the reader. To make sure the articles can reach the audience:
- 106.2.1 Translating the articles to foreign languages as well as translating similar native articles to English.
  - 106.2.2 Creating and maintaining a website to host the articles.
  - 106.2.3 Creating and maintaining social media pages/communities.
  - 106.2.4 Creating and managing digital advertisement campaigns.
- 106.3 To combat Global Warming, the organisation aims to capture carbon from the air with the use of trees. In order to do so:
- 106.3.1 The organisation seeks out connections with reforestation or afforestation projects.
  - 106.3.2 The organisation validates the connections in (106.3.1) to allow them to become donee(s) if they fulfil criteria described in (96).
  - 106.3.3 Based on the agreements between the organisation and the donee(s), the organisation makes regular or irregular donations to the donee(s).
  - 106.3.4 The organisation completes checks on the donee(s) to ensure the proper use of the donations.
- 107 To support the execution of its activities described in (106) the organisation may recruit volunteers and/or hire contractors.

## **Trading and Funding**

- 108 The organisation will accept donations from individuals (including its Trustees) and/or organisations to advance its charitable purposes.
- 109 The organisation will accept grants from organisations to advance its charitable purposes.
- 110 The organisation has the power to trade to advance its charitable purposes as long as the trading is considered to be either:
  - 110.1 Primary purpose trading or
  - 110.2 Ancillary trading
- 111 The organisation should not enter into non-primary purpose trading (except Ancillary trading).
- 112 The organisation has the power to create trading subsidiaries to conduct its trading if it deems necessary.
- 113 The organisation must trade only to advance its charitable purposes.
- 114 The organisation has the power to generate funds through monetising some of its activities described in (106). The monetisation activity must be complying with the rules in (110) and (113). Trustees have to ensure that the monetisation process does not compromise significantly the activities described in (106).
- 115 Monetisation activities which comply with (114) displayed in a non-exclusive list below:
  - 115.1 Donation functionality displayed on the website and/or other digital media.
  - 115.2 Paid advertisements displayed on the website.
- 116 Trustees has to ensure the reasonable balance of funding for its activities described in (106). Reasonable means that over a longer period of time a substantial portion of the available funds spent on each key activity group.

## **Reserves**

- 117 The organisation must set out a Reserves Policy to avoid disruption of its operation due to financial difficulties.
- 118 The Reserves Policy should set out in a way to allow compromised, but continued operation of the organisation activities for a maximum of 6 months.
- 119 Trustees should revise the Reserves Policy as they see fit.
- 120 Trustees should monitor the reserves and act if the case of excess or insufficiency.