
CONSTITUTION OF FRIENDS OF ST CONAN'S KIRK

Revision 1a – For review by Membership

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Section 4 Purposes - changed to reflect wording in our Charitable Objects, upon instruction by OSCR

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CONSTITUTION

This Constitution can be amended only by agreement at a Members' meeting.

1. TYPE OF ORGANISATION

The organisation is a Scottish Charitable Incorporated Organisation (SCIO) SC045006, Registered 21 July 2014.

2. SCOTTISH PRINCIPAL OFFICE

The principal office of the organisation shall be in Scotland (and shall remain in Scotland).

3. NAME

The name of the organisation is FRIENDS OF SAINT CONAN'S KIRK

4. PURPOSES

The organisation's charitable purposes for the public benefit are:

- 4.1 Friends of Saint Conan's Kirk is a non-profit making organisation with the charitable purpose of preserving the heritage of Saint Conan's Kirk by providing both education and a focal point for the local community and help raise funds to help maintain the fabric of the Kirk its grounds and future existence through the pursuit of activities and fund raising.

4.1.1 In striving to achieve these objects and purposes, the organisation will seek:

- a. To develop a number of events and activities that attract existing, new and repeat visitors to Kirk and in turn increasing donations both on an ad-hoc and regular basis.
- b. To promote the Kirk by building awareness of the Kirk and in turn driving footfall and visitor numbers.
- c. To develop the Kirk's visitor offering including the development of a range of products available for purchase on site that are of interest and appeal to any visitor.

5. POWERS

- 5.1 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5.2 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.

6. LIABILITY OF MEMBERS

- 6.1 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 shall not be held responsible.
- 6.2 The members and Management Committee have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6.1 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.

7. GENERAL STRUCTURE

The structure of the organisation consists of:-

- 7.1 The Members who have the right to attend the AGM and have important powers under the

constitution. In particular, the Members appoint the Management Committee and take decisions on changes to the constitution.

- 7.2 The Management Committee who hold regular meetings and generally control the activities and finances of the organisation. The Management Committee assign specific roles as needed from within their group. The Management Committee members shall be Members of the organisation.
- 7.3 The Office Bearers, who shall be appointed by the Management Committee, and shall include, as a minimum, Chair, Vice Chair, Secretary, Treasurer.

8. QUALIFICATIONS FOR MEMBERSHIP

- 8.1 Membership is open to any individual aged 18 or over with an interest in the activities of the organisation and who is approved by the Management Committee.

9. APPLICATION FOR MEMBERSHIP

- 9.1 Any person who wishes to become a Member shall sign a written application for membership and pay the prevailing membership fee. The application shall then be considered by the Management Committee at the next meeting.
- 9.2 The Management Committee may, at their discretion, refuse to admit any person to membership.
- 9.3 The Management Committee shall notify each applicant promptly (in writing or by e-mail) of a decision of the Committee members not to admit a person to membership.
- 9.4 The Management Committee shall ensure the organisation has at least two Members. If for any reason the number of members falls below that number, any remaining member shall act solely to appoint further Members.
- 9.5 The Management Committee may from time to time assign Honorary Membership to an individual deemed to have made a significant contribution to the aims of the organisation. Honorary Membership is open to individuals of any age and does not confer any voting rights or other responsibilities of membership.

10. REGISTER OF MEMBERS

- 10.1 The Management Committee shall keep a register of Members, setting out the following:
- 10.1.1 for current Members:
- (a) his/her full name and address; and
 - (b) the date on which he/she was registered as a Member of the organisation;
- 10.1.2 for former Members - for at least six years from the date on he/she ceased to be a Member:
- (a) his/her name; and
 - (b) the date on which he/she ceased to be a Member.
- 10.2 The Management Committee shall ensure that the register of Members is updated within 28 days of any change:
- 10.2.1 which arises from a resolution passed by the members of the organisation; or
- 10.2.2 which is notified to the organisation.
- 10.3 If a Member of the organisation requests a copy of the register of Members, the Management Committee shall ensure that a copy is supplied to him/her within 28 days, providing the

request is reasonable. The Management Committee may provide a copy which has the addresses blanked out.

10.4 Any notice which requires to be given to a Member under this constitution shall be: -

10.4.1 sent by post to the Member, at the address last notified by him/her to the organisation;
or

10.4.2 sent by e-mail to the Member, at the e-mail address last notified by him/her to the organisation.

11. TRANSFER OF MEMBERSHIP

Membership of the organisation may not be transferred by a Member.

12. WITHDRAWAL FROM MEMBERSHIP

Any person who wants to withdraw from membership shall give written notice of withdrawal to the organisation, signed by him/her; he/she shall cease to be a Member as from the time when the notice is received by the organisation.

13. RE-REGISTRATION OF MEMBERS

13.1 The Management Committee shall, 12 months from each Member's registration, issue a notice to the Member requiring him/her to confirm that he/she wishes to remain as Member of the organisation, and allowing him/her a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Management Committee, including payment of the annual membership fee.

13.2 If a Member fails to provide confirmation (in writing or by e-mail) that he/she wishes to remain as a Member of the organisation before the expiry of the 28-day period referred to in clause 13.1, the Management Committee shall terminate the membership.

13.3 A notice under clause 13.1 shall not be valid unless it refers specifically to the consequences (under clause 13.2) of failing to provide confirmation within the 28-day period.

14. REMOVAL FROM MEMBERSHIP

14.1 Notwithstanding clause 13.2, any person may be removed from membership by way of a resolution passed by not less than two thirds of those present and voting at a Management Committee meeting, providing the following procedures have been observed:-

14.1.1 at least 14 days' notice of the intention to propose the resolution shall be given to the Member concerned, specifying the grounds for the proposed removal;

14.1.2 the Member concerned shall be entitled to be heard on the resolution at the Management Committee meeting at which the resolution is proposed.

15. MEMBERS MEETINGS

15.1 The Management Committee shall arrange an Annual General Meeting of Members (an "AGM") in each calendar year.

15.2 A minimum of 21 days' notice of the AGM shall be provided to Members, such notice to be by email, letter, website, social media, and/or press, at the discretion of the Management Committee.

15.3 The gap between one AGM and the next shall not be longer than 15 months.

15.4 Notwithstanding clause 15.1, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM shall still be held within 15 months of the date on which the organisation is formed.

- 15.5 The business of each AGM shall include:-
- a report by the Chair on the activities of the organisation;
 - consideration and approval of the annual accounts of the organisation;
 - appointment of the Management Committee
 - approval of resolutions requiring Members' approval
- 15.6 The Management Committee may invite members of the public to attend the AGM, but only Members shall be entitled to vote.
- 15.7 The Management Committee may arrange a special Members' meeting at any time.
- 15.8 Any Members' meeting (Annual General or Special) shall be considered quorate provided that the Management Committee is quorate and at least one additional Member is present.
- 15.9 All votes at a Members' meeting shall be by a simple majority.
- 16. POWER TO REQUEST THE MANAGEMENT COMMITTEE MEMBERS TO ARRANGE A SPECIAL MEMBERS' MEETING**
- 16.1 The Management Committee shall 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 25% or more of the total membership of the organisation at the time, providing:
- 16.1.1 the notice states the purposes for which the meeting is to be held; and
- 16.1.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 16.2 If the Management Committee receives a notice under clause 16.1 they shall issue a notice for a special Members' meeting within 28 days of the date on which they received the notice.
- 17. MANAGEMENT COMMITTEE MEETINGS**
- 17.1 At least 14 clear days' notice shall be given of any Management Committee (also sometimes referred to as 'Committee' in this Constitution) meeting.
- 17.2 The notice calling a Management Committee meeting shall specify in general terms what business is to be dealt with at the meeting; and
- 17.2.1 in the case of a resolution to alter the constitution, shall set out the exact terms of the proposed alteration(s); or
- 17.2.2 if there has been a resolution under clause 19.3 (requirement for two-third majority) then the exact terms of the resolution shall be set out.
- 17.3 The reference to "clear days" in clause 17.1 shall be taken to mean that, in calculating the period of notice,
- 17.3.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 17.3.2 the day of the meeting itself should also be excluded.
- 17.4 Notice of every Management Committee meeting shall be given to all the members of the Management Committee, but the accidental omission to give notice to one or more members of the Management Committee shall not invalidate the proceedings at the meeting.

18. PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS

- 18.1 No valid decisions can be taken at any Management Committee meeting unless a quorum is present.
- 18.2 The quorum for a Management Committee meeting is 50% of the Committee membership round down to the nearest full number.
- 18.3 A Management Committee meeting may be held by conference call or similar means, provided throughout the proceedings all the members shall be able to hear, and be heard, by all the other members present at the meeting.
- 18.4 If a quorum in terms of clause 18.2 is not achieved within 15 minutes after the time at which a Management Committee meeting was due to start, or if a quorum ceases to be present during a meeting, the meeting cannot proceed unless the quorum re-established; and fresh notices of the meeting shall require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 18.5 The Chair of the organisation should act as Chair of each Management Committee meeting.
- 18.6 If the Chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or has sent apologies for that meeting), the Committee members present at the meeting shall elect (from among themselves) the person who shall act as Chair of that meeting.
No valid decisions can be taken at a Committee meeting unless a quorum is participating.
- 18.7 Committee members shall be deemed to be participating in a Committee meeting, or part of a Committee meeting when:
- 18.7.1 the meeting has been called and takes place in accordance with this constitution, and
- 18.7.2 the Committee members can each communicate to the others any information or opinions they have on any particular items of the business of the meeting.
- 18.8 In determining whether Committee members are participating in a meeting, it is irrelevant where any Committee member is or how they communicate with each other.
- 18.9 If all the Committee members in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.10 The Committee may, at its discretion, allow any person to attend and speak at a Committee meeting notwithstanding that he/she is not an Committee member - but on the basis that he/she shall not participate in decision-making.
- 18.11 A Committee member shall not vote at a Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she shall withdraw from the meeting while an item of that nature is being dealt with.
- 18.12 For the purposes of clause 18.12: -
- 18.12.1 an interest held by an individual who is "connected" with the Committee member 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 Committee member
- 18.12.2 any Committee member shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

19. VOTING AT MANAGEMENT COMMITTEE MEETINGS

- 19.1 Every Management Committee member has one vote.
- 19.2 All decisions at committee members' meetings shall be made by majority vote - with the exception of the types of resolution listed in clause 19.3.
In the event of an equal vote, the Chair shall have the casting vote.
- 19.3 The following resolutions shall be valid only if passed by not less than two thirds of those voting on the resolution at a Management Committee members' meeting (or if passed by way of a written resolution under clause 20:
- 19.3.1 a resolution proposing the amendment of the constitution;
 - 19.3.2 a resolution under clause 14.1 to expel a person from membership;
 - 19.3.3 a resolution which directs the Management Committee to either take or not to take any particular step;
 - 19.3.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 19.3.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 19.3.6 a resolution for the winding up or dissolution of the organisation.
- 19.4 A resolution put to the vote at a Management Committee meeting shall be decided openly, by voting for or against the resolution, unless two Committee members present at the meeting ask for a secret ballot.
- 19.5 The Chair shall decide how any secret ballot is to be conducted, and he/she shall declare the result of the ballot at the meeting.

20. WRITTEN RESOLUTIONS BY MEMBERS

A resolution agreed to in writing (or by e-mail) by all the Members shall be as valid as if it had been passed at a Members' meeting; the date of the resolution shall be taken to be the date on which the last Member agreed to it.

21. MINUTES

- 21.1 The Management Committee shall ensure that proper minutes are kept in relation to all meetings.
- 21.2 Minutes shall include the names of those present; and (so far as possible) should be signed by the Chair of the meeting following ratification at the subsequent meeting.

22. NUMBER AND TERMS OF SERVICE OF MANAGEMENT COMMITTEE MEMBERS

- 22.1 The number of Management Committee members shall not be subject to any maximum.
- 22.2 The minimum number of Management Committee members is 3.
- 22.3 Management Committee members shall serve for the period between AGMs.

- 22.4 There is no limit to the number of terms that a Management Committee member can serve.
- 22.5 Office Bearers shall be subject to a maximum of three consecutive terms of service as an Office Bearer. Management Committee members can stand for re-election as an Office Bearer following a gap of one term.

23. ELIGIBILITY

- 23.1 A person shall not be eligible for election or appointment to the Management Committee if he/she is disqualified or otherwise prevented from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

24. ELECTION, RETIRAL, RE-ELECTION

- 24.1 The Members may elect any Member to be a Management Committee member at an AGM or Special Members Meeting.

The Management Committee by quorum may at any time appoint any Committee member to be an Office Bearer.

- 24.2 At each AGM, all of the serving Management Committee members previously appointed/elected under clause 24.1 shall retire from office - but may then be re-elected by the Members.

- 24.3 A Management Committee member retiring at an AGM shall be deemed to have been re-elected unless: -

24.3.1 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

24.3.2 a resolution for the re-election of that Committee member was put to the AGM and was not carried by the members; or

24.3.3 he/she has advised the Committee before the conclusion of the AGM that it is his/her wish not to be re-appointed as a Management Committee member.

25. TERMINATION OF COMMITTEE MEMBERS

- 25.1 Any Management Committee member shall automatically cease to hold office if: -

25.1.1 he/she becomes disqualified from being an Committee member under the Charities and Trustee Investment (Scotland) Act 2005;

25.1.2 he/she becomes incapable for medical reasons of carrying out his/her duties - but only if that has continued (or is expected to continue) for a period of more than six months;

25.1.3 he/she gives the organisation a notice of resignation, signed by him/her;

25.1.4 he/she is absent (without good reason, in the opinion of the Management Committee) from more than three consecutive meetings of the Committee - but only if the Committee resolves to remove him/her from office;

25.1.5 he/she is removed from office by resolution of the Management Committee on the grounds that he/she is considered to have committed a material breach of the code of conduct (as referred to in clause 30);

25.1.6 he/she is removed from office by resolution of the Management Committee on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

25.1.7 he/she is removed from office by a resolution of the Members passed at a Members' meeting.

25.2 A resolution under paragraph 25.1.5, 25.1.6 or 25.1.7 shall be valid only if: -

25.2.1 the Committee member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

25.2.2 the Committee member 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

25.2.3 (in the case of a resolution under paragraphs 25.1.5, 25.1.6 or 25.1.7) the vote in favour of the resolution is carried by at least two thirds (to the nearest round number and excluding the Committee member subject to the resolution) of those present and eligible to vote.

26. REGISTER OF MANAGEMENT COMMITTEE MEMBERS

26.1 The organisation shall keep a register of Committee members, setting out the following:

26.1.1 for current Committee members:

- (a) his/her full name and address;
- (b) the date on which he/she was appointed as a Committee member; and
- (c) any office held by him/her in the organisation;

26.1.2 for former Committee members - for at least 6 years from the date on which he/she ceased to be a Committee member:

- (a) the name of the Committee member;
- (b) any office held by him/her in the organisation; and
- (c) the date on which he/she ceased to be a Committee member.

26.2 The charity shall ensure that the register of Management Committee members is updated within 28 days of any change:

26.2.1 which arises from a resolution of the Committee or a resolution passed by the Members of the organisation; or

26.2.2 which is notified to the organisation.

26.3 If any person requests a copy of the register of Management Committee members, the Management Committee shall ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Committee member of the organisation, the Management Committee may provide a copy which has the addresses blanked out - if the Committee is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

27. MANAGEMENT COMMITTEE MEMBERS - GENERAL DUTIES

27.1 Each member of the Management Committee has a duty, in exercising functions as a Committee member, to act in the interests of the organisation; and, in particular, shall:-

27.1.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;

27.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 27.1.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- (a) put the interests of the organisation before that of the other party;
 - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other Committee member with regard to the matter in question;
- 27.1.4 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.
- 27.2 In addition to the duties outlined in clause 27.1, all of the Committee members shall take such steps as are reasonably practicable for the purpose of ensuring: -
- 27.2.1 that any breach of any of those duties by a Committee member is corrected by the Committee member concerned and not repeated; and
 - 27.2.2 that any Committee member who has been in serious and persistent breach of those duties is removed as an Committee members.
- 27.3 Provided he/she has declared his/her interest, and has not voted on the question of whether or not the organisation should enter into the arrangement, a Committee member shall not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and subject to compliance with the provisions of this constitution and those relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005, he/she may retain any personal benefit which arises from that arrangement.
- 27.4 The Committee members may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this shall not include expenses relating to their attendance at meetings.
- 27.5 All Committee members, including Office Bearers, have equal authorities, unless otherwise agreed by the Committee.

28. CODE OF CONDUCT FOR COMMITTEE MEMBERS

- 28.1 Each of the Committee members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Management Committee from time to time.
- 28.2 The code of conduct referred to in clause 28.1 shall be supplemental to the provisions relating to the conduct of Committee members contained in this constitution and the duties imposed on Committee members under the Charities and Trustee Investment (Scotland) Act 2005 (and shall, *inter alia*, contain express provision that Committee members and members use social media appropriately, including in such a way that their personal activities on social media do not in any way cause harm or damage to the reputation of the charity); 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.

29. DELEGATION TO SUB-COMMITTEES

- 29.1 The Committee may delegate any of their powers to sub-committees; a sub-committee shall include at least one Committee members, but other members of a sub-committee need not be Committee members.
- 29.2 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.
- 29.3 When delegating powers under clause 29.1 or 29.2, the Committee shall set out appropriate conditions (which shall include an obligation to report regularly to the Committee).

- 29.4 Any delegation of powers under clause 29.1 or 29.2 may be revoked or altered by the Committee at any time.
- 29.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Committee .
- 29.6 Separate to sub-committees, the Committee may establish such other non-Committee committees, including committees consisting of supporters who wish to assist in fundraising, provided that the Committee members put in place appropriate procedures to assure sufficient oversight of the activities of that committee.

30. OPERATION OF ACCOUNTS

- 30.1 Subject to clause 30.2, the signatures of two out of three signatories appointed by the Committee shall 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 shall be the signature of an Committee member.
- 30.2 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account shall be consistent with the approach reflected in clause 30.1.

31. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- 31.1 The Committee shall ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 31.2 The Committee shall prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions (or if the Committee consider that an audit would be appropriate for some other reason), the Committee should ensure that an audit of the accounts is carried out by an independent examiner.

32. WINDING-UP

- 32.1 If the organisation is to be wound up or dissolved, the winding-up or dissolution process shall be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 32.1.1 If the organisation has any surplus assets available to it before it is wound up or dissolved, these shall be used for charitable purposes that are either the same or similar to those set out in the organisation's constitution.

33. ALTERATIONS TO THE CONSTITUTION

- 33.1 This constitution may (subject to clause 33.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 20.3.1) or by way of a written resolution of the members.
- 33.2 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).

34. INTERPRETATION

- 34.1 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 34.1.1 any statutory provision which adds to, modifies or replaces that Act; and
- 34.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 34.1.1 above.

34.2 In this constitution: -

34.2.1 “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 2006, providing (in either case) that its objects are limited to charitable purposes;

34.2.2 “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.