

# Plockton & District Community Trust

## Urras Coimhearsnachd Sgìre a' Phluic

### FACTSHEET – Board of Trustees

PDCT is a Scottish Charitable Incorporated Organisation (SCIO). Our Constitution sets out the rules to be followed for electing and appointing Trustees to the Board of Charity Trustees. This Factsheet details these requirements.

#### 1. What is the structure of PDCT?

PDCT is a membership organisation comprising Members and a Board of Trustees. It does not have any shareholders. Ordinary Members have overall democratic control of the organisation. The day-to-day control and management of the organisation – its affairs, property and funds – shall be directed and managed by the Board of Trustees.

There are three classes of members:

- I. **Ordinary Members:** Individuals who are 16 or more and who live within the community. Only Ordinary Members have rights to elect Elected Charity Trustees and to take decisions in relation to changes to the constitution.
- II. **Associate Members:** Individuals who are 16 or more who do not live within the community. Associate Members are neither able to stand for election to the Board nor vote at any General Meeting.
- III. **Junior Members:** Individuals who are aged between 12 and 15. Junior Members are neither able to stand for election to the Board nor vote at any General Meeting.

PDCT must have not fewer than 10 members at any time and at least 75% of the Members of the organisation must be Ordinary Members.

The Board of Trustees comprises:

- I. **Elected Charity Trustees:** These are Ordinary Members who are appointed by Ordinary Members to sit on the Board. There is a minimum of 5 and a maximum of 9 Elected Charity Trustees.
- II. **Co-opted Charity Trustees:** Up to 3 individuals may be co-opted from time to time by the Board. Such appointments shall continue to the next AGM where the individual can be re-co-opted if appropriate. Co-opted Trustees can fully participate in all Board meetings and are eligible to vote at them.

#### 2. How are Elected Charity Trustees elected and how long do they serve?

At the first AGM the Ordinary Members shall elect up to 9 Elected Charity Trustees from amongst the Ordinary Members. At each subsequent AGM, one third of Trustees will stand down. These Trustees can re-stand for election.

An application to stand for election (Elected Charity Trustee Nomination Form) must be supported by two Ordinary Members. The completed form, which confirms the nominee's willingness to stand for election, must be delivered to the Registered office not less than 7 days prior to the AGM.

The election of any Elected Charity Trustee shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Charity Trustees on the Board.

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### **3. How are Junior Members represented?**

The Junior Members shall at each AGM select one of their own number to act as the Junior Representative. This individual will be entitled to attend all Board meetings to put forward the views and interests of young people in the community. The Junior Representative does not have a vote.

### **4. Who will be the Chairperson?**

The Board shall meet as soon as practicable after each AGM (or after a resignation of the Chairperson or Vice-Chairperson) to appoint a Chairperson, and if desired a Vice-Chairperson, from the Charity Trustees.

### **5. What are the duties of Charity Trustees?**

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:-

- I. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- II. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- III. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party, put the interests of the organisation before that of the other party; 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.
- IV. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act

In addition, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- I. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- II. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee
- III. provided they has declared their interest - and has 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 group in which they have a personal interest; and they may retain any personal benefit which arises from that arrangement.
- IV. 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.
- V. 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.

A copy of PDCT's constitution can be found at [www.plockton.com](http://www.plockton.com)