

Charities and Trustee Investment (Scotland) Act 2005

Scottish Charitable Incorporated Organisation

Constitution of

DIRLETON COMMUNITY ASSOCIATION

SC053699

Constitution Clauses and Board Structure

Foreword/Synopsis

Following the formation of the DCA in November 2024 other matters arose as DCA business that requires the DCA to be able to lodge "an expression of interest" in a property sale for community benefit.

This requires changes in the constitution (mandated by the OSCR).

The previous constitution was based on a template that is no longer approved for use.

Changing over to the new template causes some requirements for change in board structure.

This paper shows the changes and offers a proposal for going forward.

Version Control

This and all subsequent documents are subject to version control. Please ensure you are viewing the latest version of this document.

Documents on the Dirleton Village Website will show their version and highlight the latest/current version.

Please note that versions become uncontrolled once printed, and therefore reference to the latest online version is to be encouraged.

Version Numbering follows the format:

VN-nn of ddmmmyyyy

Where:

N is replaced by the major version (largescale document changes)

nn is replaced by the minor version (standard changes of the document)

dd, mmm, yyyy are replaced by the date, month and year respectively.

e.g. **V1-23 of 01Sep2024**

This format allows for multiple changes in a single day.

Version Changelog

Version	Date	Changes made	Author
V1-01	04Oct2025	Initial Paper	MJH
V1-02	05Oct2025	Amendments for clause 49	MJH
V1-03	13Oct2025	Clause 54 amendments	MJH
V1-04	14Oct2025	Sub Committee amendments	MJH
V1-05	22Oct2025	Line-up with final constitution	MJH

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Board of Trustees

Initial Composition of Board - Clause 44

*From and after the first GM of the organisation, the Board shall comprise the following Individuals (a majority of whom shall always be Elected Charity Trustees), namely: **Simon Patterson-Brown, Carl Hamer and Alfred McClintock***

This shows the initial trustees - the phrase "**a majority of whom shall always be Elected Charity Trustees**" refers to them being always elected rather than co-opted or appointed.

Naming actual persons has the effect that those named are permanent trustees and cannot be removed without a change of constitution. The clause is perhaps badly worded in that the phrase "**... shall always be elected charity trustees), namely:**" actually means that the elected trustees shall follow clauses 44.1, 44.2 and 44.3, rather than naming trustees.

Terms of Office - Clauses 46.2 and 46.4

*At the second and each subsequent AGM, **one-third** of the Elected Charity Trustees (or the nearest number upwards) shall retire from office;*

*a retiring Elected Charity Trustee shall be eligible for re-election after **one term of office**, but no Charity Trustee can serve more than **two consecutive terms of office**, without at **least one year** out of office before being eligible again;*

Practically this means:

Board Type	Current Incumbent	Start Date	MUST retire date
Elected	Simon Patterson-Brown	21st Nov 2024	AGM-2026 (Nov 2026)
Elected	Carl Hamer	21st Nov 2024	AGM-2026 (Nov 2026)
Elected	Fred McClintock	21st Nov 2024	AGM-2026 (Nov 2026)

They will not be eligible for re-election until AGM-2027.

First General Meeting - Clause 46

*At the first GM held in terms of **Clause 42** and **Clause 44**, the Ordinary Members shall elect up to **ten** Elected Charity Trustees, in respect of which the following shall apply:*

This means there is no pool of trustees to enact clause 46.2 and retain continuity of the board.

Chair and Vice-Chair of board - Clause 54

The Board shall meet as soon as practicable immediately 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 (both of whom must be Ordinary Members)

This was never enacted and there is no formally recorded chair or vice-chair

Membership

AGM/GM Meeting Quoracy - Clauses 31 and 32

*The Chairperson of the Organisation shall act as Chairperson of each AGM and GM or if not present or willing the Vice-Chairperson of the Organisation shall act as Chairperson of the meeting. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the meeting within **15 minutes** after the time at which the meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that meeting.*

The board may decide to have the chair of meetings set on a rota basis of all Trustees.

The quorum for an AGM or GM shall be the greater of
*a) **8 Ordinary Members** or*
*b) **10% of the Ordinary Members,***
in either event being present in person or by proxy. No business shall be dealt with at any meeting unless a quorum is present.

List Totals as of **04 Oct 2025**

DCA Ordinary Members	92
DCA Associate members	2
DCA Group Members	6
Non-DCA Mailing List	149
Total Mailing Lists	249

A quorate meeting therefore needs to be 9.2 (always rounded up) = 10 ordinary members.

Associate (both types) and general village do NOT count to this tally.

There must be **at least one** Board Trustee in this count (normally as chair).

Board Meetings Quoracy - Clause 64

The quorum for Board meetings shall be not less than 50% of all the Trustees, provided that the Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.

At present this means two board members out of the three.

Proposals for Board

Increase board membership and ensure a rolling continuity

Co-opt the essential roles of

- Treasurer
- Membership Secretary
- Minutes Secretary

Ensure that a chairperson and vice-chairperson is appointed to lead the board. This is independent of the operations committee chairpersons.

Using clause 79, delegate day-to-day operations to an Operations Sub-Committee, members of which are appointed by the Board of Trustees.

Clause 79:

The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.

Sub-committee members are not required to serve strict terms and can be re-elected after each AGM. They are not required to be members of the DCA so the election of persons from other bodies (e.g. HES or Coastal Communities) is within the remit of this committee's appointments.

Board of Trustees - Proposed

Board Type	Role	Start Date	Suggested retire date	MUST retire date
Elected	Mandatory Trustee	AGM-2025	AGM-2026	AGM-2027
Elected	Mandatory Trustee	AGM-2025	AGM-2026	AGM-2027
Elected	Mandatory Trustee	AGM-2025		AGM-2027
Elected	Mandatory Trustee	AGM-2025		AGM-2027
Elected	Optional Trustee	AGM-2025		AGM-2027
Co-Opted	Treasurer	AGM-2025	Simon Patterson-Brown	Recurring
Co-Opted	Membership Secretary	AGM-2025	Janice MacLeod	Recurring
Co-Opted	Minutes Secretary	AGM-2025	Carl Hamer	Recurring

Operations Sub-Committee (AKA DCA Committee)

Title	Current Incumbent
Chair	Rotating from committee
Trustee	One or more of Above
Membership Secretary	Janice MacLeod
Minutes Secretary	Carl Hamer
Planning Matters	Carl Hamer
Conservation Matters	Derek Carter
Fete & Games Liaison (and Christmas Lights)	Fred McClintock
Archerfield Representative	Tracy Lonie
Dirleton Castle Liaison	Rachel Sydeserff
Education Advisor	Dan Arnold
Website & IT Responsibility	Mike Howarth
Community Council Representative (Ex-officio)	Zena Trendell