

CONSTITUTION
of
Digital Fife
(Updated September 2026)

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 23
BOARD (CHARITY TRUSTEES)	number, eligibility, appointment/ retiral, termination of office, register of charity trustees, office-bearers, powers, general duties, code of conduct	clauses 24 - 48
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 49 - 69
DECISION-MAKING BY THE CHARITY TRUSTEES AS MEMBERS	AGMs and other members' meetings, notice, procedure, voting at members' meetings, written resolutions, minutes	clauses 70 - 92
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 93 - 108
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 109 – 114

GENERAL

Type of Organisation

- 1 The organisation is a Scottish Charitable Incorporated Organisation (SCIO).

Scottish Principal Office

- 2 The principal office of the organisation is c/o Minerva Cottage, Dykeside, Freuchie, Fife, KY15 7ES

Name

3. The name of the organisation is Digital Fife

Purposes

The Group's Purposes are:

- 4.1 To promote the advancement of learning through the use of digital tools, innovative technologies and integrated teaching methods.
- 4.2 To provide computer and IT services such as website development, online learning and tutor development.
- 4.3 To advance community development and active citizenship through partnership work, volunteer recruitment and increasing the numbers of people able to go online.
- 4.4 To support community groups access and experience new technologies.

Powers

In furtherance of the purposes, Digital Fife may:

- 5 Hold a bank account in the name of Digital Fife.
- 6 Purchase, take on leases, hire, or otherwise acquire, any property or rights that are suitable for Digital Fife.
- 7 Sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of Digital Fife
- 8 Promote the work of Digital Fife by any appropriate means.
- 9 Employ or engage such staff and contractors as are considered appropriate for the proper conduct of Digital Fife activities, and make reasonable

provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.

- 10 Engage the services of volunteers to assist in the work of Digital Fife and provide payment or honoraria where appropriate, and reimburse approved out-of-pocket expenses.
- 11 Effect insurance of any kind, including Trustees' liability insurance.
- 12 Receive contributions by way of grants and donations and raise funds to further the powers of Digital Fife.
- 13 All such other lawful things as appear to the Trustees to be necessary or desirable in pursuance of the purposes.
- 14 No part of the income or property of Digital Fife may be paid or transferred (directly or indirectly) to the members, either in the course of the Charity's existence or on dissolution, except where this is done in direct furtherance of the charitable purposes.

Equal Opportunities

In relation to its purposes, Digital Fife will :

- 15 Promote equality and diversity and will strive to avoid intentional and unintentional discrimination by virtue of any protected characteristic as determined by the Equality Act 2010.
- 16 Undertake whatever changes in Digital Fife service delivery or facilities which may be necessary to implement the above.

Liability of Charity Trustees

- 17 The Charity Trustees of the organisation (in their capacity as members - see clause 21) 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.
- 18 The Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 17 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

- 19 The structure of the organisation consists of the BOARD – who will hold regular meetings, and generally control the activities of the organisation. The Board

is responsible for monitoring and controlling the financial position of the organisation.

20 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 21 and 22) have power to make changes to the constitution itself.

21 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.

22 Under the provisions of this constitution, no-one can be a member unless they are also a Charity Trustee of the organisation.

23 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

24 The maximum number of Charity Trustees is 15.

25 The minimum number of Charity Trustees is 5

Eligibility

26 A person will not be eligible for election or appointment to the Board if they are: -

- (a) disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- (b) an employee of the organisation.

Initial Charity Trustees

27 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 Digital Fife.

Appointment/Retiral

28 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.

29 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:

- (a) they advise the board that they do not wish to be re-appointed; or
- (b) a resolution for the re-appointment of that Charity Trustee was put to the Board meeting and was not carried.

Termination of Office

30 A Charity Trustee will automatically cease to hold office if: -

- (a) they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- (b) 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;
- (c) they become an employee of the organisation;
- (d) they give the organisation a notice of resignation, signed by them;
- (e) 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;
- (f) 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 47); or
- (g) 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.

31 A resolution under paragraph (f) or (g) shall be valid only if: -

- (a) 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;

- (b) 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
- (c) 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

32 The Board must keep a register of Charity Trustees, setting out: -

- (a) for each current Charity Trustee:
 - (i) their full name and address;
 - (ii) the date on which they were appointed as a Charity Trustee; and
 - (iii) any office held by them in the organisation;
- (b) for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:
 - (i) the name of the Charity Trustee;
 - (ii) any office held by them in the organisation; and
 - (iii) the date on which they ceased to be a Charity Trustee.

33 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:

- (a) which arises from a resolution of the Board; or
- (b) which is notified to the organisation.

34 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.

35 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

36 The Charity Trustees must elect (from among themselves) a chair, a treasurer and a secretary.

37 In addition to the office-bearers required under clause 36, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

38 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 36 or 37.

39 A person elected to any office will automatically cease to hold that office: -

- (a) if they cease to be a Charity Trustee; *or*
- (b) if they give to the organisation a notice of resignation from that office, signed by them.

Powers of Board

40 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.

41 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

Charity Trustees - General Duties

42 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:-

- (a) seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (c) in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party: -
 - (i) put the interests of the organisation before that of the other party; *or*
 - (ii) 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;

(d) 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.

43 In addition to the duties outlined in clause 42, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

(a) that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

(b) that any Charity Trustee who has been in serious or persistent breach of those duties is removed as a Charity Trustee.

44 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 45 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.

45 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.

46 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

47 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.

48 The Code of Conduct referred to in clause 47 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

49 Any Charity Trustee may call a meeting of the Board.

50 At least 7 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.

51 If Charity Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Charity Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:

- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- (b) where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at Board Meetings

52 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for Board meetings is at least 40% of the actual number of Trustees or 3 Trustees (whichever is the greater)

53 An individual participating in a Board meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a Charity Trustee, will be deemed to be in attendance) at the meeting.

54 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 52, 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.

55 The Chair of the organisation should act as chairperson of each Board meeting.

56 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.

57 Every Charity Trustee has one vote, which must be given personally.

58 All decisions at Board meetings will be made by majority vote.

59 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.

60 Meetings may be held in person, by approved electronic real-time communication, or a combination of both, as determined by the Trustees of the charity. For the avoidance of doubt, all Trustees participating electronically must have access to the same information, paperwork, or background material, and be able to participate fully in the discussion, and hear and speak in real-time, in order for their attendance to be valid – in other words to count towards the quorum and for their vote to be counted. These meetings will be recorded in a Minute, and the Minute shall clearly state who attended in person and who attended by electronic means.

61 During electronic or hybrid meetings the Chair of the meeting should endeavour to ensure that those persons participating using technology are given sufficient opportunity to contribute, and may wish to periodically check that they remain connected and able to hear and be heard. If there is a technology failure, or people do not appear to be actively connected/able to contribute, consideration must be given to the quorum – which means that business may need to be suspended until such times as the quorum is re-established. Trustees should ensure that they have a procedure in place, in advance, to handle any technical issues, including length and frequency of any temporary suspensions before abandoning the meeting.

62 For the purposes of confidentiality, data protection and voting, Trustees should take reasonable and appropriate steps to confirm the eligibility of those people connected using technology, particularly when a camera is not used, or where the technical identifier (the screen name or telephone number) is not recognised.

Resolutions Agreed by the Board in Writing or by E-mail

63 A resolution agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in office shall (subject to clauses 64 and 65) be as valid as if duly passed at a Board meeting.

64 A resolution under clause 63 shall not be valid unless a copy of the resolution was circulated to all of the Charity Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 65.

65 If a resolution is circulated to the Charity Trustees under clause 64, any one or more Charity Trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a Board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

(a) the secretary must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

(b) the resolution cannot be treated as valid unless and until that Board meeting has taken place;

- (c) the Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Charity Trustees then in office.

Minutes

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

67 The minutes to be kept under clause 66 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

68 The Board shall (subject to clause 69) make available copies of the minutes referred to in clause 66 to any member of the public requesting them.

69 The Board may exclude from any copy minutes made available to a member of the public under clause 68 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

70 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 71 to 94 relate to those situations.

Annual General Meetings

71 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".

72 The gap between one AGM and the next must not be longer than 15 months.

73 Notwithstanding clause 71, 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.

74 The business of each AGM must include: -

- (a) a report by the Chair on the activities of the organisation; and

- (b) consideration of the future strategy for the organisation, including a review of key risks and opportunities.

75 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

76 At least 14 clear days' notice must be given of any AGM or any other Members' meeting.

77 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).

78 The reference to "clear days" in clause 76 shall be taken to mean that, in calculating the period of notice,

- (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
- (b) the day of the meeting itself should also be excluded.

79 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 Trustee will not invalidate the proceedings at the meeting.

80 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: -

- (a) sent by post to the Charity Trustee, at the address last notified by them to the organisation; *or*
- (b) sent by e-mail to the Charity Trustee, at the e-mail address last notified by them to the organisation.

81 Clause 51 shall apply where notice is being given in relation to a Members' meeting at which Charity Trustees (in their capacity as Members of the organisation) are to be permitted to participate by way of audio and/or audio-visual link(s).

Procedure at Members' Meetings

82 The provisions of clauses 52, 53, 55 and 56 (quorum, chairperson) shall apply in relation to all meetings of the Charity Trustees in their capacity as Members of the organisation.

Voting at Members' Meetings

83 Every Charity Trustee shall have one vote in their capacity as a Member, which must be given personally

84 All decisions at Members' Meetings will be made by majority vote - with the exception of the types of resolution listed in clause 85.

85 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 89) :-

- (a) a resolution amending the Constitution;
- (b) 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);
- (c) 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);
- (d) a resolution for the winding up or dissolution of the organisation.

86 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.

87 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.

88 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

89 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

90 The Board must ensure that proper minutes are kept in relation to all Members' meetings.

91 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.

92 The Board shall make available copies of the minutes referred to in clause 90 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 69.

ADMINISTRATION

Delegation to Sub-committees

93 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.

94 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.

95 When delegating powers under clause 93 or 94, the Board must set out appropriate conditions (which must include an obligation to report regularly to the board).

96 Any delegation of powers under clause 93 or 94 may be revoked or altered by the Board at any time.

97 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

98 Subject to clause 99, the signatures of two out of four 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.

99 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 98.

Accounting records and annual accounts

100 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

101 The Board must prepare annual accounts, complying with all relevant statutory requirements; if an examination is required under any statutory provisions (or if the Board consider that an examination would be appropriate for some other reason), the Board should ensure that an examination of the accounts is carried out by a qualified examiner.

Finance

- 102 The funds of Digital Fife may only be used to support the stated purposes;
- 103 No member of Digital Fife may receive payment directly or indirectly for services to Digital Fife other than to reimburse legitimate expenses incurred in its work or by written service provision agreement;
- 104 All monies must lodge in a bank account in the name of Digital Fife. Payment cheques may only be drawn on the signatures of two of four nominated officers one of whom would normally be the Treasurer of Digital Fife
- 105 The Treasurer will keep correct accounts showing the financial affairs of Digital Fife and must arrange for their scrutiny by an independent financial examiner at the end of the financial year.
- 106 A statement showing the balance of Trust funds is presented to the Trustees at all Trustee's meetings and prior to its submissions to the Annual General Meeting.
- 107 The Trustees will prepare a Trustees' Annual Report for the AGM to explain areas not covered in the financial statements and to show how the financial information presented relates to Digital Fife and the activities of Digital Fife;
- 108 All monies due and owing to Digital Fife shall be recoverable, at law, in the name of Digital Fife.

MISCELLANEOUS

Winding-up

- 109 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.
- 110 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

- 111 This Constitution may (subject to clause 112) 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 85) or by way of a written resolution of the charity trustees in their capacity as members.
- 112 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

113 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

- (a) any statutory provision which adds to, modifies or replaces that Act; and
- (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.

114 In this constitution: -

- (a) “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;
- (b) “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.