

# **CONSTITUTION OF SPEY CATCHMENT INITIATIVE (SCIO)**

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## **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 Spey Catchment Initiative (SCIO).

### **Purposes**

- 4 The organisation has been formed to demonstrate and deliver integrated catchment management by protecting, restoring and enhancing the features and characteristics of the River Spey catchment, with the following purposes:

- 4.1 to advance the environmental sustainability and resilience of the whole of the River Spey and its catchment;
- 4.2 to develop a cohesive and sustainable approach to landscape scale stewardship of the water environment, including the protection, restoration and enhancement of the water quality and natural heritage of the whole of the River Spey catchment;
- 4.3 to advance environmental improvement and/or protection including, but not limited to, preservation and conservation of the natural environment, conservation and protection of wildlife and natural habitats, promotion of sustainable development including natural flood management, renewable energy generation, and supporting sustainable consumption of energy and other resources;
- 4.4 to promote education and raise awareness and understanding of the whole River Spey system by engaging stakeholders and communities within and throughout the catchment, including organising or supporting others to organise meetings, lectures, conferences, seminars, broadcasts, training or any other form of educational instruction; and
- 4.5 to support the advancement of heritage and culture, including but not limited to restoring and preserving historic sites, traditions, crafts, skills, language, artefacts, exhibits and of their associated background and history;

but such that the organisation shall do so following principles of sustainable development.

### **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 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.

### **Liability of members**

- 7 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 will not be held responsible.
- 8 The members and 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:
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 9.2 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 and ensuring compliance with relevant legislation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 MEMBERSHIP shall consist of those individuals who made the application for registration of the organisation and such other individuals aged 16 or over and groups who fully support the aims and activities of the organisation and are admitted to membership under the following clauses.
- 12 Employees of the organisation are not eligible for membership. A person admitted to membership shall automatically cease to be a member if they become an employee of the organisation.

### **Application for membership**

- 13 No individual or organisation may become a member unless that individual or organisation has submitted a written application for membership in the form prescribed by the charity trustees and the charity trustees have approved the application. All applications must be signed with an application submitted by an organisation signed on behalf of that organisation.
- 14 All applications will be considered by the charity trustees at the next board meeting following submission of the application, to determine whether the applicant meets the criteria for becoming a member. The applicant will then be notified promptly (in writing or by e-mail) of their admission to membership of the organisation.

### **Minimum number of members**

- 15 The minimum number of members is 20 (twenty); in the event that the number of members falls below 20, the charity trustees may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

### **Membership subscription**

- 16 The amount of the membership subscription will be set at each annual general meeting.
- 17 If a membership subscription is payable by any member, but remains outstanding more than four weeks after the date on which it fell due (and providing they have been given at least one written reminder) the charity trustees may, by resolution to that effect, expel them from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this clause to reapply for membership if they so wish.
- 18 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

## Register of members

- 19 The board must keep a register of members, setting out
- 19.1 for each current member:
    - 19.1.1 their full name and address; and
    - 19.1.2 the date on which they were registered as a member of the organisation;
  - 19.2 for each former member - for at least six years from the date on which they ceased to be a member:
    - 19.2.1 their name; and
    - 19.2.2 the date on which they ceased to be a member.
- 20 The board must ensure that the register of members is updated within 28 days of any change:
- 20.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 20.2 which is notified to the organisation.
- 21 If a member or charity trustee of the organisation requests a copy of the register of members, 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 member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

## Withdrawal from membership

- 22 Any person who wants to withdraw from membership must give a written notice of withdrawal by signed letter or email to the organisation; they will cease to be a member as from the time when the notice is received by the organisation.

## Transfer of membership

- 23 Membership of the organisation may not be transferred by a member.

## Re-registration of members

- 24 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 25 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 24, the board may expel them from membership.
- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

## Expulsion from membership

- 27 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 27.1 at least 21 (twenty-one) days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

- 27.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

- 28 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28, 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.
- 31 The business of each AGM must include:
- 31.1 a report by the chair on the activities of the organisation;
  - 31.2 consideration and adoption of the annual accounts of the organisation;
  - 31.3 the election/re-election of charity trustees, as referred to in clauses 61 to 64;
  - 31.4 a report of the auditor if applicable; and
  - 31.5 the appointment of the auditor if applicable.
- 32 The board may arrange a special members' meeting at any time.

### **Power to request the board to arrange a special members' meeting**

- 33 The board must arrange a special members' meeting if they are requested to do so by a notice from at least 10 (ten) members, providing:
- 33.1 the notice states the purposes for which the meeting is to be held; and
  - 33.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 34 If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

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

- 35 At least 14 (fourteen) clear days' notice must be given of any AGM or any special members' meeting.
- 36 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 36.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 36.2 in the case of any other resolution falling within clause 48 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,

- 38 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 38.1 the day of the meeting itself should also be excluded.
- 39 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 40 Any notice which requires to be given to a member under this constitution must be: -
- 40.1 sent by post to the member, at the address last notified by them to the organisation; *or*
- 40.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

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

- 41 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 42 The quorum for a members' meeting is 11 (eleven) persons entitled to vote, each being a member or a proxy for a member.
- 43 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 44 The chair of the charity trustees should act as chairperson of each members' meeting.
- 45 If the chair of the charity trustees 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.

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

- 46 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 46.1 A member who wishes to appoint a proxy to vote on their behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by themselves. The form appointing the Proxy shall be in the form set out in Schedule 1 annexed hereto.
- 46.2 A proxy need not be a member of the organisation.
- 46.3 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 46.4 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
- 47 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.
- 48 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 52):
- 48.1 a resolution amending the constitution;
- 48.2 a resolution expelling a person from membership under clause 27;
- 48.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

- 48.4 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);
  - 48.5 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);
  - 48.6 a resolution for the winding up or dissolution of the organisation.
- 49 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.
- 50 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 persons present at the meeting and entitled to vote) ask for a secret ballot.
- 51 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 by members**

- 52 A resolution passed in writing by the requisite majority of members will be as valid as if it had been passed at a members' meeting. Written resolutions must be sent to all members at the same time (the "Circulation Date") in hard copy form (posted or hand-delivered) or electronic form (faxed or e-mailed). Written resolutions must be accompanied by a statement informing the member: (a) how to signify agreement to the resolution; (b) how to return the signed resolution to the organisation; (c) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date); and (d) that they will not be deemed to have agreed to the resolution if they fail to reply. A member signifies his agreement to a proposed resolution in writing when the organisation receives from him (or from someone acting on his behalf) an authenticated document (a) identifying the resolution to which it relates and (b) indicating his agreement to the resolution. The document must be sent to the organisation in hard copy form or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked. A written resolution is passed when the required majority of members eligible to vote have signified their agreement to it.

### **Minutes**

- 53 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 54 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.
- 55 The board shall make available copies of the minutes referred to in clause 53 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 99.

## **BOARD**

### **Number of charity trustees**

- 56 The maximum number of charity trustees is 12 (twelve)
- 57 The minimum number of charity trustees is 3 (three).

### **Eligibility**

- 58 A person will not be eligible for election or appointment to the board unless they are a member of the organisation.

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

### Initial charity trustees

- 60 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 (the “First Trustees”). The First Trustees shall be charity trustees for the purposes of incorporating the organisation only and must retire before or at the first AGM. The First Trustees may then be re-elected as charity trustees at the first AGM subject to the terms of this constitution.

### Election, retiral, re-election

- 61 At each AGM, the members may elect any member (unless they are debarred under clause 59) to be a charity trustee for a term of four years.
- 62 The board may at any time appoint any member (unless they are debarred under clause 59) to be a charity trustee for the period up until the next AGM of the organisation.
- 63 At each AGM, any charity trustee who has completed a term of four years since their election at an AGM and any charity trustee appointed by the board since the previous AGM (in accordance with clause 62) must retire from office but may then be re-elected under clause 61 (subject to the provisions of clause 64).
- 64 No charity trustee shall serve for more than eight consecutive years from their first election at an AGM, unless the other charity trustees consider it would be in the best interests of the organisation to recommend (in accordance with clause 65.1) that a particular charity trustee continues to serve beyond that period and that charity trustee is re-elected under clause 61. Otherwise, charity trustees who have served eight consecutive years since their first election at an AGM must stand down for a period of at least four years but may then be re-elected or re-appointed as charity trustees, subject to the terms of this constitution.
- 65 Other than a charity trustee retiring after completing a first term of four years, no person may be elected a charity trustee at any AGM unless: -
- 65.1 that person is recommended by the charity trustees; or
  - 65.2 not less than 14 but no more than 35 clear days before the date of the AGM, the organisation has received a notice, signed by a member entitled to vote at the AGM, which: (i) indicates the member’s intention to propose the appointment of a person as a charity trustee; (ii) states the details of that person which, if they were appointed, would be required to be recorded in the organisation’s register of charity trustees; and (iii) is signed by the person to be proposed to show their willingness to be appointed.
- 66 All those who are entitled to receive notice of an AGM shall, not less than seven but no more than 28 clear days before the date of the AGM, be given notice of any proposal to appoint or reappoint a charity trustee at the AGM, whether on the recommendation of the charity trustees or because the organisation has received notice, pursuant to clause 65.2, of a member’s intention to propose an appointment. The requirement to give notice of any proposal to appoint or reappoint a charity trustee shall not apply in the case of a charity trustee retiring after completing a first term of four years.
- 67 If a charity trustee is required to retire at an AGM by a provision of the constitution the retirement shall take effect upon the conclusion of the AGM.

## Termination of office

- 68 A charity trustee will automatically cease to hold office if: -
- 68.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 68.2 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;
  - 68.3 they cease to be a member of the organisation;
  - 68.4 they become an employee of the organisation;
  - 68.5 they give the organisation a notice of resignation, signed by themselves;
  - 68.6 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;
  - 68.7 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 82);
  - 68.8 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
  - 68.9 they are removed from office by a resolution of the members passed at a members' meeting.
69. A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -
- 69.1 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;
  - 69.2 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
  - 69.3 (in the case of a resolution under paragraph 65.7 or 65.8) 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

- 70 The board must keep a register of charity trustees, setting out
- 70.1 for each current charity trustee:
    - 70.1.1 their full name and address;
    - 70.1.2 the date on which they were appointed as a charity trustee; and
    - 70.1.3 any office held by them in the organisation;
  - 70.2 for each former charity trustee - for at least 6 (six) years from the date on which they ceased to be a charity trustee:
    - 70.2.1 the name of the charity trustee;
    - 70.2.2 any office held by them in the organisation; and
    - 70.2.3 the date on which they ceased to be a charity trustee.

- 71 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 71.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 71.2 which is notified to the organisation.
- 72 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.

### **Office-bearers**

- 73 The charity trustees must elect (from among themselves) a chair and a treasurer.
- 74 In addition to the office-bearers required under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 75 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.
- 76 A person elected to any office will automatically cease to hold that office: -
- 76.1 if they cease to be a charity trustee; *or*
  - 76.2 if they give to the organisation a notice of resignation from that office, signed by themselves.

### **Powers of board**

- 77 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.
- 78 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 79 The members may, by way of a resolution passed in compliance with clause 48 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

### **Charity trustees - general duties**

- 80 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:
- 80.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 80.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 80.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 80.3.1 put the interests of the organisation before that of the other party;
    - 80.3.2 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;
  - 80.4 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.

- 81 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 81.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 81.2 that any charity trustee who has been in serious and persistent breach of those duties is removed as a charity trustee.
- 82 Provided that the charity trustee has declared their interest and has not voted on the question of whether or not the SCIO 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 80 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.
- 83 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.
- 84 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**

- 85 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.
- 86 The code of conduct referred to in clause 82 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**

- 87 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 88 At least 7 (seven) 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**

- 89 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 (three) charity trustees, present in person.
- 90 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 86, 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.
- 91 The chair should act as chairperson of each board meeting.
- 92 If the chair 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.
- 93 Every charity trustee has one vote, which must be given personally.

- 94 All decisions at board meetings will be made by majority vote.
- 95 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.
- 96 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.
- 97 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 which conflicts (or may conflict) with the interests of the organisation. In such event, they must withdraw from the meeting for as long as the conflicted matter is under consideration by the other charity trustees and shall not be counted as participating in the meeting for quorum or voting purposes.
- 98 For the purposes of clause 94:
- 98.1 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; and
- 98.2 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**

- 99 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 100 The minutes to be kept under clause 96 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 101 The board shall (subject to clause 99) make available copies of the minutes referred to in clause 96 to any member of the public requesting them.
- 102 The board may exclude from any copy minutes made available to a member of the public under clause 98 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.

## **ADMINISTRATION**

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

- 103 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.
- 104 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.
- 105 When delegating powers under clause 100 or 101, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 106 Any delegation of powers under clause 100 or 101 may be revoked or altered by the board at any time.
- 107 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**

- 108 Subject to clause 106, the signatures of two out of any of the signatories (minimum of three) 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.
- 109 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 105 where possible.

## **Accounting records and annual accounts**

- 110 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 111 The board must prepare annual accounts which will be independently examined or audited (as the case may be), 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**

- 112 The winding-up of the organisation may take place only on the decision of not less than two thirds of its members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose. This provision contributes to compliance with sections 34(1A)(e) and 97D(3)(e) of the Land Reform Act 2003 and section 49(3)(e) of the Land Reform Act 2016.

The Scottish Charitable Incorporated Organisation removal from Register and Dissolution Regulations 2011 (regulation 3(3)) requires two thirds majority.

- 113 If on the winding-up of the organisation, any property or assets remain, after satisfaction of all its debts and liabilities, such Property (including any land acquired by it in terms of the Part 2 or Part 3A of the Land Reform Act 2003 or Part 5 of the Land Reform Act 2016) shall be given or transferred to such other community body or bodies or charitable Group as may be:
- (a) determined by not less than two thirds of the members of the organisation who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and
  - (b) ensuring such assets are transferred to another body which has purposes which resemble closely the purposes of the organisation;
  - (c) approved by OSCR (and its successors); The Scottish Charitable Incorporated Organisation Regulations 2011 require that any surplus assets are used for purposes which are the same as or which resemble closely the purposes of the SCIO.

### **Alterations to the constitution**

- 114 This constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 48) or by way of a written resolution of the members.
- 115 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

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

- 116.1 any statutory provision which adds to, modifies or replaces that Act; and
- 116.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.

117 In this constitution: -

- 117.1 “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;
- 117.2 “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.

**Schedule 1  
Form of Proxy**

Spey Catchment Initiative

I, .....,

residing at .....,

being a member of the above organisation hereby appoint

.....,

of .....,

and, failing him or her, .....,

of .....,

as my proxy to vote on my behalf at the [Annual General Meeting / General Meeting] of the organisation to be held on

.....  
and at any adjournment thereof.

I hereby instruct my proxy to vote in favour of/against the following resolution[s]:

[insert resolution(s)]

Signed the ..... day of .....

Signature of member appointing proxy .....