



# The Scottish Beekeepers' Association (SCIO)

The Scottish Beekeepers Association is a Scottish Charitable Incorporated Organisation registered in Scotland number SC009345

## **CONSTITUTION OF the Scottish Beekeepers' Association SCIO**

This constitution is underpinned by policy and procedure documents, passed by resolution of the members, to which reference should be made when implementing the constitution

AS AMENDED JANUARY 2018

## CONSTITUTION

of

### Scottish Beekeepers' Association SCIO

January 2018

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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 “Scottish Beekeepers’ Association SCIO”.

### **Purposes**

- 4 The organisation’s purposes are to support honeybees and beekeepers, to improve the standard of beekeeping, and to promote honeybee products in Scotland through:
  - 4.1 The advancement of education in relation to the craft of beekeeping;
  - 4.2 The advancement of the heritage, culture and science of beekeeping;  
and
  - 4.3 The advancement of environmental protection by conservation of the honeybee.

### **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 the members take decisions on changes to the constitution itself;
  - 9.2 the BOARD - who hold regular meetings, and generally control the activities of the organisation on behalf of the membership; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to:
- 11.1 Any individual who has an interest in bees and beekeeping.
  - 11.2 Any individual who has been nominated for membership by an unincorporated body which has an interest in bees and beekeeping.
  - 11.3 No more than one individual nominated under clause 11.2 by each unincorporated body may be a member of the organisation at any given time.
  - 11.4 Any corporate body which has an interest in bees and beekeeping
- 12 Employees of the organisation would only be eligible for membership provided that they at no time account for more than one per cent of the total membership.
- 13 The following membership categories shall apply:
- 13.1 Personal
  - 13.2 Junior
  - 13.3 Household

13.4 Affiliated beekeeping association

13.5 Institutional

13.6 Supporting

13.7 Honorary Life

### **Application for membership**

- 14 Any person or body which wishes to become a member must sign a written application for membership; in the case of an application under clause 11.2, the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body; along with a remittance to meet the annual membership subscription.
- 15 The application will then be considered by the board at its next board meeting. The application will be considered regardless of race, religion, political affiliation, age, national origin, language, gender, sexual orientation, or physical handicap of the applicant.
- 16 The members may, at a general meeting, agree to award honorary life membership to any member.
- 17 The board shall retain the absolute right to refuse to admit any person or body to membership.
- 18 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/it to membership; if the decision was to refuse admission, the board shall then return to the applicant the remittance lodged under clause 14.

### **Membership subscription**

- 19 Members shall be required to pay an annual membership subscription; the amount of the annual subscription shall be as declared in the Scottish Beekeeper Magazine at least one month before subscriptions are due, and on the SBA website. *[amended at the April 2017 AGM]*
- 20 The annual membership subscriptions shall be payable on or before 1 January in each year.
- 21 The members may vary the amounts of the annual membership subscriptions and/or the date on which they fall due in each year, by way of a resolution to that effect passed at an AGM.
- 22 If the membership subscription payable by any individual member remains outstanding more than four weeks after the date on which it fell due – and

providing he/she has been given at least one written reminder – the board (or its nominated officer under delegated powers) may by resolution to that effect, expel him/her from membership. *[original clause 22 replaced at EGM 4.11.17]*

- 23 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**

- 24 The board must keep a register of members, setting out
- 24.1 for each current member:
    - 24.1.1 his/her/its full name and address and email address; and
    - 24.1.2 the date on which he/she/it was registered as a member of the organisation;
    - 24.1.3 (in the case of an individual nominated under clause 11.2) the name of the unincorporated body which nominated him/her for membership
  - 24.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 24.2.1 his/her name; and
    - 24.2.2 the date on which he/she ceased to be a member.
- 25 The board must ensure that the register of members is updated within 28 days of any change:
- 25.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 25.2 which is notified to the organisation.
- 26 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 him/her 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**

- 27 Any person or body who/which wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her or (in the case of a corporate body) signed by an appropriate officer of that

body; he/she/it will cease to be a member as from the time when the notice is received by the organisation.

- 28 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the organisation to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the organisation, the individual in question shall automatically cease to be a member of the organisation

### **Transfer of membership**

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

### **Expulsion from membership**

- 30 Any person or body 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:-
- 30.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - 30.2 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**

- 31 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 32 The gap between one AGM and the next must not be longer than 15 months.
- 33 Notwithstanding clause 31, 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.
- 34 The business of each AGM must include:-
- 34.1 a report by the chair on the activities of the organisation;
  - 34.2 consideration of the annual accounts of the organisation;
  - 34.3 the election/re-election of charity trustees, as referred to in clauses 75 to 80.

35 The board may arrange a special members' meeting at any time.

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

36 The board must 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 (in the case of a member which is a corporate body, signed by an appropriate officer of that body)) by members who amount to 5% or more of the total membership of the organisation at the time, providing:

36.1 the notice states the purposes for which the meeting is to be held; and

36.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

37 If the board receive a notice under clause 36, 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**

38 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

39 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

39.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

39.2 in the case of any other resolution falling within clause 60 (requirement for two-thirds majority) must set out the exact terms of the resolution.

40 The reference to "clear days" in clause 38 shall be taken to mean that, in calculating the period of notice,

40.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

40.2 the day of the meeting itself should also be excluded.

41 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.



- 42 Any notice which requires to be given to a member under this constitution must be: -
- 42.1 sent by post to the member, at the address last notified by him/her/it to the organisation; *or*
  - 42.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

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

- 43 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 44 Attendance at members' meetings may be either in person, or via video link when practicable.
- 45 The quorum for a members' meeting is 20 members entitled to vote, each being a member or a proxy for a member or, in the case of members which are corporate bodies, present via their authorised representatives.
- 46 Members, or non-members in attendance, shall be required to present proof of authority to vote in the form of a valid membership card or proxy authorisation before being admitted to any business meeting.
- 47 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.
- 48 The President of the organisation should act as chairperson of each members' meeting.
- 49 If the President 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.
- 50 The chairperson of the meeting will conduct the meeting in accordance with any standing orders that have been agreed by a resolution of the members and are in operation at the time of the meeting.

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

- 51 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or (in the case of a member which is a corporate body) given via its authorised representative present at the meeting. Subject to the rules for voting, votes may also be cast through

the General Secretary acting as proxy on their behalf, or in person by video link.

- 52 In any vote, by a show of hands or by secret ballot, the chairperson will be responsible for there being in place measures to ensure that every person voting casts the number of votes commensurate with the number of votes they hold at the meeting, whether these be personal, as the nominated representative of an incorporated or unincorporated body, or proxy in the case of the General Secretary.
- 53 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at members' meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the organisation.
- 54 A member who wishes to appoint the General Secretary as proxy to vote on his/her behalf at any meeting must lodge with the organisation via the General Secretary a written proxy form signed by him/her and which must be received by the General Secretary a minimum of seven days before the meeting commences,. A member shall not be entitled to appoint any other person as proxy to attend and vote on their behalf at a meeting.
- 55 Members casting their votes by proxy must indicate their voting preference on the proxy form against each resolution listed, and the General Secretary must as proxy cast those votes strictly in accordance with the preference of each member.
- 56 The General Secretary acting as proxy on behalf of members may hold an unlimited number of proxy votes that have been duly authorised. The General Secretary may also exercise their own vote.
- 57 A member who has appointed the General Secretary as proxy may attend the meeting at which their proxy vote is to be cast, but may not cast a vote at the meeting in person.
- 58 A member who has appointed the General Secretary as proxy to vote at a meeting may withdraw their proxy authorisation up to eight days prior to the meeting, and may then vote in person at that meeting.
- 59 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 60.
- 60 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 65):
- 60.1 a resolution amending the constitution;

- 60.2 a resolution expelling a person from membership under article 30;
  - 60.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 60.4 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);
  - 60.5 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);
  - 60.6 a resolution for the winding up or dissolution of the organisation.
- 61 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, except in the case of a resolution made under clause 60.1 to 60.6.
- 62 A resolution put to the vote at a members' meeting will be decided on a show of valid membership cards with the votes added to any votes cast by proxy.
- 63 Clause 62 shall apply unless the chairperson or at least two other individuals present at the meeting and entitled to vote ask for a secret ballot.
- 64 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

#### **Written resolutions by members**

- 65 A resolution agreed to in writing (or by e-mail) by all the members 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 member agreed to it.

#### **Minutes**

- 66 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 67 Minutes of members' meetings must include the names of those present, including those adopted by holograph; and (so far as possible) should be signed by the chairperson of the meeting.
- 68 The board shall make available copies of the minutes referred to in clause 66 to any member of the public requesting them. The board may exclude confidential material.

## **BOARD**

### **Number of charity trustees**

- 69 The maximum number of charity trustees is 25; out of that, no more than 3 shall be trustees who were co-opted under the provisions of clauses 81 and 82.
- 70 The minimum number of charity trustees is 10.

### **Eligibility**

- 71 A person shall not be eligible for election/appointment to the board under clauses 75 to 80 unless he/she is a member of the organisation or has been nominated for election/appointment to the board by a member which is a corporate body; a person appointed to the board under clause 81 need not, however, be a member of the organisation.
- 72 A person shall not be eligible for election/appointment to the board if he/she is an employee of the organisation.
- 73 A person will not be eligible for election or appointment to the board if he/she is: -
- 73.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 73.2 an employee of the organisation.

### **Initial charity trustees**

- 74 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.

### **Election, retiral, re-election**

- 75 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 71) to be a trustee and may in addition, subject to clauses 88 to 89, elect any trustee to be an office bearer.
- 76 The board may at any time appoint any member (unless he/she is debarred from membership under clause 71) to be a charity trustee.
- 77 A member which is a corporate body may (subject to clause 78) nominate any individual for election/appointment to the board; he/she will then be deemed to be a member of the organisation for the purpose of clauses 75 and 76.

- 78 No more than one individual nominated under clause 77 by each corporate member may serve as a charity trustee at any given time.
- 79 At each AGM, all of the charity trustees elected/appointed under clauses 75 and 76 shall, subject to clause 90, retire from office – but shall then be eligible for re-election.
- 80 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 80.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
  - 80.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 80.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

#### **Appointment/re-appointment of co-opted charity trustees**

- 81 In addition to their powers under clause 76, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 69) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities **or** on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 82 At each AGM, all of the charity trustees appointed under clause 81 shall retire from office – but shall then be eligible for re-appointment under that clause.

#### **Termination of office**

- 83 A charity trustee will automatically cease to hold office if: -
- 83.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 83.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 83.3 (in the case of a charity trustee elected/appointed under clauses 75 to 80) he/she ceases to be a member of the organisation or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the organisation.
  - 83.4 he/she becomes an employee of the organisation;

- 83.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 83.6 he/she is 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 him/her from office;
  - 83.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 100);
  - 83.8 he/she is removed from office by resolution of the board 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
  - 83.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 84 A resolution under clause 83.7, 83.8 or 83.9 shall be valid only if: -
- 84.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 84.2 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
  - 84.3 (in the case of a resolution under clause 83.7 or 83.8) 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**

- 85 The board must keep a register of charity trustees, setting out
- 85.1 for each current charity trustee:
    - 85.1.1 his/her full name and address;
    - 85.1.2 the date on which he/she was appointed as a charity trustee; and
    - 85.1.3 the name of the corporate member which nominated each charity trustee (if applicable);
    - 85.1.4 any office held by him/her in the organisation;

- 85.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 85.2.1 the name of the charity trustee;
  - 85.2.2 any office held by him/her in the organisation; and
  - 85.2.3 the date on which he/she ceased to be a charity trustee.
- 86 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 86.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 86.2 which is notified to the organisation.
- 87 If any person requests a copy of the register of charity trustees, the board must 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 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**

- 88 The members must elect (subject to clauses 69 to 82) four trustees to hold the offices of President, Vice-President, Treasurer and Secretary.
- 89 In addition to the office-bearers required under clause 88, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 90 All of the office-bearers, with the exception of President will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 88 or 89. The President will hold office for a maximum of three years, and will not be eligible for re-appointment until a further year has elapsed.
- 91 A person elected to any office will automatically cease to hold that office: -
- 91.1 if he/she ceases to be a charity trustee; *or*
  - 91.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

## **Powers of board**

- 92 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.
- 93 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 94 The members may, by way of a resolution passed in compliance with clause 60 (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**

- 95 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:-
- 95.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 95.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 95.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 95.3.1 put the interests of the organisation before that of the other party;
    - 95.3.2 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 charity trustees with regard to the matter in question;
  - 95.4 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.
- 96 In addition to the duties outlined in clause 95, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 96.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 96.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.



- 97 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 charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 98 and to the provisions 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.
- 98 No charity trustee may serve as an employee (full time or part time) of the organisation. Further, no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee unless:
- 98.1 The maximum amount of remuneration is set out in a written agreement between the charity trustee providing a service to the organisation (the service provider) and the organisation (or, as the case may be, its charity trustees) under which the service provider is to provide the services in question.
  - 98.2 The maximum amount is reasonable in the circumstances.
  - 98.3 Before entering into the agreement, the charity trustees were satisfied that it would be in the interests of the charity for those services to be provided by the service provider for that maximum amount.
  - 98.4 Immediately after entering into the agreement, less than half of the total number of charity trustees of the charity have entered into a written agreement to receive remuneration; and
  - 98.5 There is any other provision within the organisation's constitution that would expressly prohibit the service provider from receiving remuneration.
- 99 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**

- 100 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.
- 101 The code of conduct referred to in clause 100 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**

- 102 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 103 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.

### **Procedure at board meetings**

- 104 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person or via video link.
- 105 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 104, 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.
- 106 The President of the organisation should act as chairperson of each board meeting.
- 107 If the President 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.
- 108 Every charity trustee has one vote, which must be given personally or via video link.
- 109 All decisions at board meetings will be made by majority vote.
- 110 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.
- 111 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 112 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 he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

113 For the purposes of clause 112: -

113.1 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;

113.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

### **Minutes**

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

115 The minutes to be kept under clause 114 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

### **Other meetings**

116 In addition to such business meetings of members as may be required and determined, consultation meetings will also take place with beekeepers during the year to ensure exchange of information, discussion and consultation, education and the receipt of propositions which such meetings may request or recommend to the board and/or members to consider formally.

## **ADMINISTRATION**

### **Delegation to sub-committees and office bearers**

117 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.

118 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.

119 When delegating powers under clause 117 or 118, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

120 Any delegation of powers under clause 117 or 118 may be revoked or altered by the board at any time.

- 121 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**

- 122 Subject to clause 123, the signatures of two out of three 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.
- 123 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 122.

### **Accounting records and annual accounts**

- 124 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 125 The board must prepare annual accounts, 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**

- 126 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.
- 127 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**

- 128 This constitution may (subject to clause 129) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 60) or by way of a written resolution of the members.
- 129 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**

- 130 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 130.1 any statutory provision which adds to, modifies or replaces that Act; and
  - 130.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 130.1 above.
- 131 In this constitution: -
- 131.1 “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;
  - 131.2 “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.

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