

**CONSTITUTION**  
of  
**Aberdeen and District Beekeepers' Association (SCIO)**

**1. Type of organisation**

- 1.1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).
- 1.2 References in this constitution to the expression “organisation” or “the Association” shall be to the Aberdeen and District Beekeeper’s Association (SCIO).

**2. Scottish Principal Office**

- 2.1 The organisation’s principal office will be in Scotland and will remain in Scotland.

**3. Name**

- 3.1 The name of the organisation is “Aberdeen and District Beekeepers’ Association (SCIO)”.

**4. Purposes**

- 4.1 The purpose of the Association is to advance education through promoting the study and development of apiculture, and to advance the heritage, culture and science of beekeeping amongst its membership and throughout the wider community.

**5. Powers**

- 5.1 The Association has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5.2 No part of the income or property of the Association may be paid or transferred, directly or indirectly, to the members - either in the course of the Association’s existence or on dissolution - except where this is done in direct furtherance of the Association’s charitable purposes.

**6. General Structure**

- 6.1 The structure of the Association consists of (i) members, and (ii) the Association Committee.
- 6.2 Members have the right to attend members’ meetings including the AGM, and have the power to elect the Association’s office bearers and other committee members, and also to take decisions about changes to the constitution.

- 6.3 The Association Committee will generally control the Association's activities, including the monitoring and control of the Association's financial position.
- 6.4 The members serving on the Association Committee are referred to in this constitution as Charity Trustees.
- 6.5 Except where this constitution states otherwise, the Association, and its assets and operations, will be managed by the Association Committee; and the Association Committee may exercise all the powers of the Association.

## **7. Members and Membership**

- 7.1 Membership is open to any individual aged 16 or over who supports the purpose of the Association. A person shall become a member upon payment of the annual subscription as agreed and fixed at the AGM and on completion of a signed application form. On payment of an additional subscription, fixed at the AGM, a member's immediate family may have access to the Association's facilities, but individuals in the immediate family do not have the powers and responsibilities of members.
- 7.2 Individuals under the age of 16 may be associated with the Association, free of charge, but shall not be considered to be members and shall have none of the powers and responsibilities of members.
- 7.3 Annual subscriptions are due on 1<sup>st</sup> January, unless otherwise decided at an AGM. Following a final reminder, membership will lapse for any member who has not renewed their subscription within 12 weeks of the due date, and their name will be removed from the register of members.
- 7.4 The Association Committee shall ensure that a Register of Members shall be kept which sets out for each current member his/her full name and address and the date at which he/she was registered as a member.
- 7.5 The Register of Members will also include the names and addresses of former members, and this information will be kept for 6 years from the date on which their membership ceased.
- 7.6 Any member may request a copy of the Register of Members. This will be made available within 28 days of the request but only Charity Trustees will be entitled to be given copies which include the addresses of members and the Association Committee may otherwise provide a copy with the addresses blanked out.
- 7.7 Any person who wants to withdraw from membership must give a written signed notice of withdrawal to the Association, and he/she will cease to be a member as from the time when the notice is received by the Association
- 7.8 The Association Committee shall ensure the Register of Members is updated within 28 days of any change:

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

7.9 The members of the Association have no liability to pay any sums to help meet the debts or other liabilities of the Association if it is wound up. If the Association is unable to meet its debts, the members will not be held responsible.

7.10 The members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005, and they might incur personal liabilities if they are in breach of those duties.

7.11 Membership of the Association may not be transferred by a member.

7.12 No member may be expelled from the Association.

## **8. Association Committee and Office Bearers**

8.1 The Association Committee shall comprise between 10 and 19 members, 4 of whom will be Office Bearers – Chair, Vice-Chair, Secretary and Treasurer. A person will not be eligible for election or appointment to the Association Committee unless he or she is a member of the Association. The Office Bearers and other committee members shall cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 8.3.

8.2 A person will not be eligible for election or appointment to the board if he/she is:-

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

8.3 The Office Bearers and other committee members shall be elected annually at the AGM. All retiring Office Bearers and other committee members shall be eligible for re-election.

8.4 An Office Bearer may resign from his/her office during the course of a year but still remain on the Association Committee and be a Charity Trustee. Should this occur, the vacant office may be filled until the next AGM by an appointment made by the Association Committee.

8.5 The Association's President, whose position is an honorary one, shall be elected annually at the AGM. The President shall not be a member of the Association Committee. The retiring President shall be eligible for re-election.

8.6 All Association members shall be eligible for nomination to the committee for both Office Bearing positions and ordinary committee membership. Any

member can make nominations, provided that the nominee has agreed to have their name put forward. Nominations should be sent to the Secretary at least one week prior to the date of the AGM.

- 8.7 The Association committee shall have the power to co-opt additional members to the Association committee if this is considered desirable.
- 8.8 The Association committee shall have the power to set up sub-committees to consider particular issues and report back on their deliberations. The rules of procedure for each sub-committee shall be set by the Association committee.
- 8.9 A quorum for committee meetings shall be **5** members. No valid decisions can be taken at a meeting of the Association committee unless a quorum is present.
- 8.10 If at any time the number of Charity trustees in office falls below the number stated as the quorum in clause 8.9, the remaining Charity trustee(s) will have the power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.
- 8.11 The chairman of the organisation should act as the chair of each meeting of the Association committee.
- 8.12 If the chairman is not present at a meeting of the Association committee (or is not willing to act as the chair), the Charity trustees present at the meeting must elect (from among themselves) the person who will act as chair of the meeting.
- 8.13 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Association committee; and the Association committee may exercise all the powers of the organisation.
- 8.14 A meeting of the Association committee at which a quorum is present may exercise all powers exercisable by the Association committee.
- 8.15 The members may, by way of a resolution passed in compliance with clause 10.5 (requirement for two-thirds majority), direct the Association committee to take any particular step or direct the Association committee not to take any particular step; and the Association committee shall give effect to any such direction accordingly.
- 8.16 The Association committee shall meet as frequently as is deemed necessary for the efficient execution of the Association's affairs in line with the Association's purposes.
- 8.17 Association committee meetings shall normally be convened by the chair, but any Charity trustee may request a meeting.
- 8.18 At least 7 days notice shall be given for Association committee meetings, except when a situation requires more urgent attention, when a shorter period of notice is acceptable.

- 8.19 Where votes are taken in making Association committee decisions, unless expressly stated otherwise, a simple majority is required. Every Charity trustee has one vote, which must be given personally. If needed in the case of an equality of votes, the chair shall have a casting vote.
- 8.20 The Association committee shall ensure proper minutes are taken at all of its meetings and meetings of any sub-committees. The minutes must include the names of those present.
- 8.21 A Charity Trustee must not vote at an Association Committee 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 Association. He/she must withdraw from the meeting while an item of that nature is being dealt with.
- 8.22 Provided he/she has declared his/her interest, and has not voted on the question of whether or not the Association should enter into the arrangement, a Charity Trustee will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest. Subject 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 the arrangement.
- 8.23 The Association Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 8.24 The Association Committee must prepare annual accounts, complying with all relevant statutory requirements, and ensure that an audit of the accounts is carried out by a qualified auditor, who has no management role in the organisation.

## **9. Trustees**

- 9.1 The individuals who sign the charity trustee declaration forms which accompany 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.
- 9.2 A Charity trustee has a duty to:
- a) act in the interests of the Association;
  - b) ensure that the Association acts in accordance with its purposes;
  - c) act with the care and diligence which is reasonable to expect of a person who is managing the affairs of another person;
  - d) ensure that the association complies with any direction requirement, notice of duty imposed under or by virtue of the Charities and Trustees Investment (Scotland) Act 2005;

- e) 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;
  - (ii) 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.
  
- 9.3 In addition to the duties outlined in clause 9.2 above, all of the Charity trustees must take such steps as are reasonably practicable for the purpose of ensuring that any breach of Charity trustee duties is corrected by the person concerned and not repeated, and that any Charity trustee who has been in serious and persistent breach of those duties is removed as a Charity trustee.
  
- 9.4 No Charity trustee may be given any remuneration by the Association for carrying out his/her duties as a Charity trustee, though payment of out of pocket expenses is permissible.
  
- 9.5 A Charity trustee will automatically cease to hold office if as a committee member (and if such person is an Office Bearer, as an Office Bearer of the Association):
  - a) he/she has been disqualified from being a charity trustee under the Charities and Trustees Investment (Scotland) Act 2005;
  - b) he/she is removed from office by resolution of the Association committee on the grounds that they are considered to have been in serious and persistent breach of their duties under section 66(1) or (2) of the Charities and Trustees Investment (Scotland) Act 2005. In such a case the charity trustee in question shall be given reasonable prior written notice of the grounds upon which the resolution for removal is based, and shall also be given the opportunity to address the meeting prior to the resolution being put to the vote. In such cases a two thirds majority of the Association Committee is required;
  - c) he/she becomes incapable for medical reasons, lasting at least 6 months, of carrying out their charity trustee duties;
  - d) he/she ceases to be a member of the Association;
  - e) he/she gives written signed notice of their resignation.
  
- 9.6 A Register of Charity trustees shall be kept, setting out the names, addresses and the date they were appointed as charity trustees, as well as any office they hold in the Association.

- 9.7 Former Charity trustees shall also be kept on this register for at least six years from the date he/she ceased to be a Charity trustee, showing their names, any office they held and the date they ceased to be a Charity trustee.
- 9.8 The Association committee shall ensure any change to the register is recorded within 28 of a change:
- a) which arises from a resolution of the Association committee; or
  - b) which is notified to the Association.
- 9.9 The Association committee must ensure any person requesting a copy of the charity trustee register must be supplied with one within 28 days, but if the person making the request is not a Charity trustee the Association committee may supply the register with the addresses withheld.

## **10. Members Meetings**

- 10.1 The Association committee must arrange an Annual General Meeting (“AGM”) in each calendar year, and should endeavour to hold it in May if possible.
- 10.2 The gap between one AGM and the next must not be longer than 15 months.
- 10.3 Notwithstanding clause 10.1 above, an AGM does not need to be held during the calendar year in which the Association is formed; but the first AGM must be held within 15 months of the date on which the Association is formed.
- 10.4 The business of the AGM shall be to receive and consider the Chair’s annual report and the audited accounts, and to elect the Office Bearers and the additional members of the Association Committee, all of whom shall be Charity trustees. Any other business or resolution to be considered at the AGM must be sent out to all members, together with the notice of meeting, the chair’s Report and the audited accounts at least 14 clear days prior to the date of the AGM.
- 10.5 Any votes taken at the AGM shall be decided by a simple majority of those members present at the meeting except for resolutions directing the Association Committee to take (or not to take) a particular step or amending the constitution or approving the amalgamation of the Association with another SCIO or winding up the Association or transferring the Associations assets to another SCIO, when a two thirds majority of those members present shall be required.
- 10.6 Every member has one vote, which must be given personally.
- 10.7 In addition to the AGM, the Association Committee may call Special General Meetings at any time to deal with any particular issue that may arise which requires consideration by all members.

- 10.8 The Association committee must also arrange a Special General Meeting if requested to do so in writing by at least 5% of the membership. The request for such a meeting must state the purpose of the meeting and must not be inconsistent with the terms of the constitution, the Charities and Trustee Investment (Scotland) Act 2005, or any other statutory provision.
- 10.9 If the Association committee receives a notice under clause 10.8 above, the date of the meeting should not be later than 28 days from the date it receives the notice.
- 10.10 The quorum for both the AGM and for Special General Meetings shall be 10% of the membership for the time being present in person. No valid decisions can be taken at any members' meeting unless a quorum is present.
- 10.11 Proper minutes must be taken of AGM and all Special General Meetings.
- 10.12 At least 14 clear days notice must be given of any AGM or any Special General Meeting. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting and:
- (a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - (b) in the case of any other resolution falling within clause 10.5 (requirement for two-thirds majority) must set out the exact terms of the resolution
- 10.13 Notices of members' meetings must be sent to all members at their last notified address or email, but the accidental omission to give notice to one or more members will not invalidate the proceedings of the meeting.
- 10.14 In calculating "clear days" as referred to in clause 10.12 above, the day after the notices are posted or sent by email should be discounted as well as the day of the meeting itself.
- 10.15 The chair of the organisation shall act as the chairman of each members' meeting. If the chair is not present at a meeting, the Charity trustees present at meeting must elect from themselves a person to act as chair of that meeting.

## **11. Winding Up or Dissolution**

- 11.1 If the Association 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.
- 11.2 Any surplus assets available to the association 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 Association as set out in this constitution.

**12. Alterations to the Constitution**

- 12.1 This constitution may (subject to clause 12.2 below) be altered by resolution of the members passed at a members' meeting like the AGM. A two thirds majority vote of members present is required.
- 12.2 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps, (such as change of name, change of purpose, an amalgamation, winding up), without the consent of the Office of the Scottish Charity Regulator (OSCR).