

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

1. The Organisation

- 1.1 The organisation shall be a Scottish Charitable Incorporated Organisation (SCIO).
- 1.2 The name of the organisation is '*Aberdeen and District Beekeepers' Association (SCIO)*'.
- 1.3 References in this Constitution to 'organisation' or 'Association' shall be to the *Aberdeen and District Beekeepers' Association (SCIO)*.

2. Purposes

- 2.1 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.
- 2.2 The principal activities of the Association shall predominantly take place in Aberdeen city and Aberdeenshire.

3. Powers

- 3.1 The Association has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 3.2 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.

4. General Structure and Operation

- 4.1 The structure of the Association consists of (i) Members in three categories, and (ii) the Association Committee.
- 4.2 All Members have the right to attend Members' meetings including the Annual General Meeting (AGM) and to benefit from Association activities and services. Individual, Life and first-named Household Members additionally have the power to elect the Association's Officers and additional Committee Members, to vote on resolutions put to the meetings and to take decisions about changes to the Constitution.
- 4.3 The Members serving on the Association Committee shall also be Charity Trustees as required by legislation (see *Section 7*).

- 4.4 Except where this Constitution states otherwise, the Association, its financial and physical assets, and operations shall be managed by the Association Committee. The Association Committee may exercise all the powers of the Association.

5. Members and Membership

Membership

- 5.1 Membership is open to any individual aged 18 or over who supports the purposes of the Association. A person shall become a Member upon payment of the appropriate annual subscription as determined from time to time by the Committee, and on completion of a signed application form.

- 5.2 There shall be three membership categories:

Individual Membership. Individual Members have full voting rights and are entitled to all membership benefits.

Household Membership. The first-named person within a Household Membership has the rights of an Individual Member. Other members of the household covered by Household Membership, who must all live at the same address, may not vote at Association meetings but otherwise enjoy the same benefits as an Individual Member. All Association communication will go to the first-named Member only.

For safeguarding reasons, if any members of the household are aged under 18 they must be accompanied at Association meetings at all times by a responsible adult.

Life Membership. In exceptional circumstances Life Membership may be conferred by the Committee to recognise the significant contribution which a person has made to the Association. Life Members enjoy all the rights of an Individual Member.

No membership subscription is payable by Life Members.

- 5.3 Annual subscriptions are due on 1st January unless otherwise decided at an AGM. Following a final reminder, Membership shall lapse for any Member who has not renewed their subscription within eight weeks of the due date.
- 5.4 Any person who wishes to withdraw from membership must give a written signed notice of withdrawal to the Association, and he/she shall cease to be a Member as from the time when the notice is received by the Association.
- 5.5 Membership of the Association may not be transferred by a Member.

Responsibilities and Liabilities

- 5.6 Section 51 of the Charities and Trustee Investment (Scotland) Act 2005 requires that Members shall act in the interests of the Association and, in particular, seek in good faith to ensure that the Association acts in a manner which is consistent with its purposes.
- 5.7 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 shall not be held responsible.

- 5.8 The Committee Members as Charity Trustees have certain legal duties (outlined in *Clauses 7.2, 7.3*) under the Charities and Trustee Investment (Scotland) Act 2005, and they might incur personal liabilities if they are in breach of those duties.

Register of Members

- 5.9 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.
- 5.10 The Register of Members shall also include the names and addresses of former Members and this information shall be kept for **SIX** years from the date on which their membership ceased.
- 5.11 The Association Committee shall ensure the Register of Members is updated within 28 days of any change that:
- (a) arises from a resolution of the Association Committee; or,
 - (b) is notified to the Association.
- 5.12 Any Member may request a copy of the Register of Members. This shall be made available within 28 days of the request. Only Committee Members as Charity Trustees shall be entitled to receive copies which include the addresses and contact details of Members. The Association Committee may otherwise provide a copy with the addresses and contact details redacted.

Expulsion

- 5.13 The Committee shall have the power to expel Members. Members subject to potential expulsion shall be given:
- a) Written notification that expulsion is being considered, including a statement of the grounds for potential expulsion.
 - b) 14 clear days' notice of the Committee Meeting at which the matter will be considered.
 - c) A right of a personal hearing at the Committee, should they wish, accompanied by another Member, should they wish.

Expulsion shall be decided by a two thirds (rounded up to the nearest whole vote) majority vote of a quorate Committee. There is no right of appeal and expelled Members may not reapply for membership.

6. Association Committee and Officers

Structure, Membership and Election

- 6.1 The Association Committee shall comprise four Officers – Chair, Vice-Chair, Secretary and Treasurer - and at least one or more additional Committee Members who may or may not have a named role. The Committee should periodically consider the appropriate size of the Committee in the light of membership numbers and Association activity levels.
- 6.2 A person shall not be eligible for election or appointment to the Committee if he/she is:

- (a) not a Member of the Association; or,
 - (b) disqualified from being a charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or,
 - (c) unable to complete and sign the Charity Trustee Declaration form
- 6.3 The Officers and additional Committee Members shall be elected annually at the AGM. All retiring Officers and additional Committee Members shall be eligible for re-election.
- 6.4 All Association Members except the President (*Clause 6.9*) shall be eligible for nomination to any Committee position. Any Member may make nominations, provided that the nominee has agreed to have their name put forward. Nominations must be sent to the Secretary at least 14 clear days prior to the date of the AGM.
- 6.5 An Officer 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 officer position may be filled until the next AGM by an appointment made by the Association Committee.

Powers

- 6.6 A quorate meeting of the Association Committee may exercise all powers exercisable by the Association Committee.
- 6.7 The Association Committee shall have the power to co-opt additional Members to the Association Committee if this is considered desirable. If the co-opted Member is to remain on the Committee beyond the next AGM, then they shall be subject to election by the Membership as per Clause 6.3.
- 6.8 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.
- 6.9 The Committee may from time to time appoint a President by invitation. The position of President is an honorary one and the President shall not be a member of the Association Committee. The term of a President thus appointed shall be three years and the President shall be eligible for reappointment.

Committee Meetings

- 6.10 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.
- 6.11 Association Committee meetings shall normally be convened by the Chair, but any Charity Trustee may request a meeting.
- 6.12 At least **SEVEN** 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.

Conduct of Committee Meetings

- 6.13 The Chairperson of the organisation should act as the chair of each meeting of the Association Committee.

- 6.14 If the Chairperson is absent, unwilling or unable to act as the chair at a meeting of the Association Committee, the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chair of the meeting.
- 6.15 A quorum for Committee meetings shall be **FIVE** Members. No valid decisions can be taken at a meeting of the Association Committee unless a quorum is present.
- 6.16 Where votes are taken in making Association Committee decisions, unless expressly stated otherwise, a simple majority is required. Every Committee Member (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.
- 6.17 If at any time the number of Committee Members (Charity Trustees) in office falls below the quorum (*clause 6.15*), the remaining Committee Members (Charity Trustees) shall have the power to fill the vacancies or call a Members' meeting but will not be able to take any other valid decisions.
- 6.18 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.
- 6.19 The Association Committee shall ensure that proper accounting records are kept and shall prepare annual accounts, complying with all relevant statutory requirements, and ensure that the accounts are subject to independent examination.
- 6.20 The Members may, by way of a resolution passed in compliance with clause 8.4 (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.
- 6.21 Committee members should normally physically meet for meetings, but 'virtual' meetings via the internet may be held at the Chair and Secretary's joint discretion.

Potential Conflicts of Interest

- 6.21 A Committee Member (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.
- 6.22 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 shall 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.

7. Trustees

- 7.1 All Committee Members shall be Charity Trustees and are required to sign the Charity Trustee Declaration form upon first election.

- 7.2 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, and/or 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.
- 7.3 In addition to the duties outlined in clause 7.2 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.
- 7.4 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.
- 7.5 A Charity Trustee shall automatically cease to hold office as a Committee Member if he/she:
- (a) has been disqualified from being a charity Trustee under the Charities and Trustees Investment (Scotland) Act 2005;
 - (b) 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 Trustee 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) becomes incapable for medical reasons, lasting at least six months, of carrying out their charity Trustee duties;
 - (d) ceases to be a Member of the Association;
 - (e) gives written and signed notice of their resignation.
- 7.6 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.
- 7.7 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.

- 7.8 The Association Committee shall ensure any change to the register is recorded within 28 days of a change which:
- (a) arises from a resolution of the Association Committee; or
 - (b) is notified to the Association.
- 7.9 Any person may request a copy of the Charity Trustee register. This shall be made available within 28 days of the request. If the person making the request is not a Charity Trustee, the Association Committee shall provide a copy with addresses and contact details redacted.

8. Members' Meetings

Annual General Meetings

- 8.1 The Association Committee shall arrange an Annual General Meeting (AGM) in each calendar year.
- 8.2 The time between one AGM and the next shall not be longer than 15 months.
- 8.3 The business of the AGM shall be to:
- receive and consider the Chair's annual report and independently examined accounts
 - elect the Officers and the additional Members of the Association Committee
 - consider and decide (by voting where necessary) resolutions proposed
- 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.
- 8.4 Any votes taken at the AGM shall be decided by a simple majority of those Members present at the meeting, except for resolutions:
- a) directing the Association Committee to take (or not to take) a particular step, or
 - b) amending the Constitution, or
 - c) approving the amalgamation of the Association with another SCIO, or
 - d) winding up the Association, or
 - e) transferring the Association's assets to another SCIO
- ...when a two thirds majority of those Members present shall be required.
- 8.5 Every Member has one vote, which must be given personally.

Special General Meetings

- 8.6 In addition to the AGM, the Association Committee may call Special General Meetings (SGM) at any time to deal with any particular issue that may arise that requires consideration by all Members.

- 8.7 The Association Committee must also arrange a SGM 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.
- 8.8 If the Association Committee receives a notice under clause 8.7 above, the date of the meeting should not be later than 28 days from the date of receipt of the notice.

Organisation and Conduct of Members' Meetings

- 8.9 Members shall normally physically meet for Members' meetings. However, the Chair and Secretary may jointly invoke 'exceptional circumstances' in which such meetings will be held 'virtually' via the internet. A declaration of 'exceptional circumstances' shall be made no later than one week before the date of the meeting.

The Committee shall ensure as far as possible that no Member is disadvantaged in terms of participation or voting by the choice of technology used or by the conduct of a virtual meeting.

All other provisions and requirements of Section 8 in respect of Members' meetings shall remain valid in such circumstances.

- 8.10 The quorum for both the AGM and for SGMs 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.
- 8.11 Proper minutes must be taken of AGM and all Special General Meetings.
- 8.12 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 8.4 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 8.13 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 shall not invalidate the proceedings of the meeting.
- 8.14 In calculating 'clear days' as referred to in clause 8.12 above, the day after the notices are posted or sent by email should be discounted as well as the day of the meeting itself.
- 8.15 The Chair of the organisation shall act as the chair 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.

9. Winding Up or Dissolution

- 9.1 If the Association is to be wound up or dissolved, the winding up or dissolution process shall be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 9.2 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.

10. Alterations to the Constitution

- 10.1 This Constitution may (subject to clause 10.2 below) be altered by resolution of the Members passed at a Members' meeting such as the AGM. A two thirds majority vote of Members present is required.
- 10.2 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).

Declaration

As approved at an Annual General Meeting held on 20th March 2022, *Aberdeen and District Beekeepers' Association* hereby adopts this Constitution.

SIGNED:

DATE: 20th March 2022

NAME: Ian Mackley

Chair

SIGNED:

DATE: 20th March 2022

NAME: Macolm Watson

Secretary