

CONSTITUTION

of

Orkney Skate Trust

(adopted on)

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Name

1. The name of the group is "Orkney Skate Trust".

Objects

2. The object of the Trust shall be to promote and encourage conservation and protection of the critically endangered skate in Orkney, the Flapper Skate, (species *Dipturus Intermedia*) and its natural habitat and in the future other endangered elasmobranchs.
 - 2a) To advance public education, raise awareness and to promote and conduct research into the above.

In furtherance of the above object the Trust will:

- (a) Be a point of information and contact for all matters concerning skate and other endangered elasmobranchs, including their habitat restoration and conservation in Orkney.
- (b) Record research information and results and publicise the same and contribute findings to the national conservation agency, The Shark Trust.
- (c) To raise the profile of the Flapper Skate and other endangered elasmobranchs, and the awareness of their endangered status within the general public, by whatever means required.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Trust shall have the following powers:-
 - (a) Advertise, research, collate and record information by any means, to promote and protect the endangered elasmobranchs welfare and any known areas of their activity.
 - (b) To carry on any other activities which further any of the above objects.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Trust's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Trust.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Trust.
 - (f) To borrow money, and to give security in support of any such borrowings by the Trust.
 - (g) To employ such staff as are considered appropriate for the proper conduct of the Trust's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.

- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the Trust's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Trust's objects.
- (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Trust's objects.
- (m) To form any company which is a charity with similar objects to those of the Trust, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Trust's assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the Trust's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To do anything which may be incidental or conducive to the furtherance of any of the Trust's objects.

General structure

4. The structure of the Trust shall consist of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Trust; in particular, the management committee is responsible for monitoring the financial position of the Trust.

Qualifications for membership

5. Membership shall be open to any person who wishes to support the aims and activities of the Trust.
6. An employee of the Trust shall not be eligible for membership; a person who becomes an employee of the Trust after admission to membership shall automatically cease to be a member.

Application for membership

7. Any person who wishes to become a member must sign, and lodge with the Trust, a written application for membership, by email or any other means.
8. The management committee may, at its discretion, refuse to admit any person to membership.
9. The management committee shall consider each application for membership and shall notify prospective members of their majority decision by any written or electronic means.

Membership subscription

10. No membership subscription shall be payable.

Register of members

11. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the Trust, a written notice to that effect; on receipt of the notice by the Trust, s/he shall cease to be a member.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
 - (a) 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
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

14. The management committee shall convene an annual general meeting in each year (but excluding the year in which the Trust is formed); not more than 15 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the Trust
 - (b) consideration of the annual accounts of the Trust
 - (c) the election/re-election of members of the management committee, as referred to in clause 30.

16. The management committee may convene a special general meeting at any time.

Notice of general meetings

17. At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the Trust, and to all the members of the management committee.

Procedure at general meetings

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members present in person.
21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
22. The chair of the Trust shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
25. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the

result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

28. The maximum number of members of the management committee shall be 8.

Eligibility

29. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the Trust.

Election, retiral, re-election

30. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the management committee.
31. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 28).
32. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.
33. Nominations for the position of a management committee member shall be presented at the AGM. The nomination shall be seconded and a majority vote taken by members (subject to clause 28). Should there be more nominations than committee places, then a majority decision by a secret ballot of members will be reached at the time.

Termination of office

34. A member of the management committee shall automatically vacate office if:-
- (a) he/she becomes debarred under any statutory provision from being a charity trustee
 - (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (c) he/she ceases to be a member of the Trust
 - (d) he/she becomes an employee of the Trust
 - (e) he/she resigns office by notice to the Trust
 - (f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

35. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on

which any person ceased to hold office as a management committee member.

Office bearers

36. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
37. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
38. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

39. Except as otherwise provided in this constitution, the Trust and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the Trust.
40. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

41. A member of the management committee who has a personal interest in any transaction or other arrangement which the Trust is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 52) from voting on the question of whether or not the Trust should enter into that arrangement.
42. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
43. Provided
 - (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the Trust should enter into the relevant arrangement and
 - (c) the requirements of clause 44 are complied with,a member of the management committee will not be debarred from entering into an arrangement with the Trust in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
44. No member of the management committee may serve as an employee (full time or part time) of the Trust, and no member of the management committee may be given any remuneration by the Trust for carrying out his/her duties as a member of the management committee.

45. Where a management committee member provides services to the Trust or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the management committee members must be satisfied that it would be in the interests of the Trust to enter into the arrangement (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the Trust (or benefit from remuneration of that nature).
46. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

47. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
48. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
49. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 4.
50. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
51. Unless he/she is unwilling to do so, the chair of the Trust shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
52. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
53. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which

conflicts (or may conflict) with the interests of the Trust; he/she must withdraw from the meeting while an item of that nature is being dealt with.

54. For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

55. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the Trust, act in the interests of the Trust; and, in particular, must
- (a) seek, in good faith, to ensure that the Trust acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Trust and any other party
 - (i) put the interests of the Trust before that of the other party, in taking decisions as a member of the management committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Trust and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
 - (d) ensure that the Trust complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

56. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the Trust (or the holder of any other post) such of their powers as they may consider appropriate.
57. Any delegation of powers under clause 55 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
58. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

59. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Trust; at least one out of the two signatures must be the signature of a member of the management committee.
60. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the Trust (and their successors in office) or in name of a nominee company holding such property in trust for the Trust; any person or body in whose name the Trust's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

61. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

62. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements. The accounting year shall be 1st January to December 31st.
63. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

64. Any notice which requires to be given to a member under this constitution shall be in writing, (including email); such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Trust, or delivered by electronic means. Advertisements by poster, radio or newspaper may also be used.

Dissolution

65. If the management committee determines that it is necessary or appropriate that the Trust be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
66. If a proposal by the management committee to dissolve the Trust is confirmed by a two-thirds majority of those present and voting at the

general meeting convened under clause 64, the management committee shall have power to dispose of any assets held by or on behalf of the Trust - and any assets remaining after satisfaction of the debts and liabilities of the Trust shall be transferred to some other charity or charities having objects similar to those of the Trust; (such as the Scottish Sea Angling Conservation Network), the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Trust at, or prior to, the time of dissolution.

67. For the avoidance of doubt, no part of the income or property of the Trust shall (otherwise than in pursuance of the Trust's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the Trust's existence or on dissolution.

Alterations to the constitution

68. Subject to clause 68, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
69. No amendment to clauses 3, 43, 65 or 66 of the constitution may be made if the effect would be that the Trust would cease to be a charity.

Interpretation

70. For the purposes of this constitution,
- (a) the expression "charity" shall mean 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 96 of the Charities Act 1993
 - (b) the expression "charitable purpose" shall mean 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;
71. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

72. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on []

Signature

Name

Address

Position