



CONSTITUTION  
of  
THE SCOTTISH  
ORNITHOLOGISTS' CLUB

Revised 2019

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**CONSTITUTION**  
**OF**  
**SCOTTISH ORNITHOLOGISTS' CLUB**

**1 Interpretation**

1.1 The interpretation of the terms used in this Constitution is in Appendix A of this document.

**2 Organisation**

2.1 The Club is a Scottish Charitable Incorporated Organisation (SCIO).

2.2 The name of the Club is *The Scottish Ornithologists' Club*.

2.3 The principal office of the Club will be in Scotland.

**3 Objects**

3.1 The purpose of the Club is to advance the study and appreciation of birds in Scotland, and to do so by:

3.1.1 Promoting the study and documentation of Scotland's birdlife.

3.1.2 Promoting interest in wild birds.

3.1.3 Promoting the conservation of birds and their habitats in Scotland.

3.1.4 Providing a focus for information relating to the study of birds in Scotland.

3.1.5 Encouraging the appreciation of the creative arts relating to Natural History.

**4 Powers**

4.1 The Club can do anything which enables or promotes any of its objectives as set out in clause 3. The Club will ensure at all times that all such activities comply with the activities of a registered charity under the laws of Scotland.

**5 Application of Income and Property**

5.1 The income and property of the Club will be solely applied towards the promotion of the Objects.

5.2 No part of the income or property of the Club may be paid or transferred, directly or indirectly, to the Members, except to specifically further the Club's charitable purposes.

**6 Liability of Members**

6.1 The Members of the Club have no requirement to help to meet the debts or other liabilities of the Club.

6.2 If the Club is unable to meet its debts, the Members will not be held responsible.

6.3 Trustees have certain legal responsibilities under the 2005 Act which are not limited by clauses 6.1 and 6.2

## **7 General Structure**

The Club consists of :

7.1 The MEMBERS. Members have the right to attend Members' meetings including the Annual General Meeting. The Members appoint people to serve on the Council. The Members approve changes to the Constitution.

7.2 The COUNCIL. Council holds regular meetings, and oversees the management of the Club, including its overall financial position. Those serving on the Council are the Trustees of the Club.

## **MEMBERS**

### **8 Membership**

8.1 Membership shall be open to anyone interested in Scottish ornithology.

8.2 Each Member has a duty to:

8.2.1 Act in the interests of the Club.

8.2.2 Seek to ensure that the Club acts in a manner which is in accordance with its purposes.

### **9 Application for Membership**

9.1 Applicants join the Club by submitting their details in a manner approved by Council.

9.2 In exceptional circumstances the Secretary, on behalf of Council, has the discretion to decline an application for membership.

9.3 Council will have the discretion to allow an appeal by an applicant whose membership has been declined.

### **10 Membership Subscription.**

10.1 Members are required to pay an annual membership subscription (the *Subscription*).

10.2 The Subscription rate will be approved by Council and may be revised at Council's discretion.

10.3 Members who are under the age of 18 years will be Junior Members of the Club and will be entitled to a reduced Subscription.

10.4 Council may, at its discretion, offer reduced Subscriptions to various categories of individuals or groups.

10.5 The Subscription is due on joining and on the subsequent anniversary of the joining date.

10.6 A member whose subscription is not paid within three months of the due date will cease to be a Member of the Club.

### **11 Register of Members**

11.1 The Club will keep a Register of Members that records for each Member their name, contact details and the date on which they joined the Club

11.2 The Club will ensure that the Register of Members and access to it, including information that relates to those whose membership has lapsed, complies with any data protection and related legislation currently in force.

## **12 Termination of Membership**

12.1 Council will have the right to terminate the membership of a Member, if, in its opinion that Member has acted in a manner that is injurious to the interests or good name of the Club.

12.2 In the event of termination of membership, the Member concerned will be notified in writing that their membership has ceased.

12.3 Council may, at its discretion, allow an appeal against the termination of membership, in a format that it deems appropriate.

## **13 Transfer of Membership**

13.1 Membership of the Club may not be transferred by a Member to another individual.

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

### **14 Annual Members' Meetings**

14.1 An Annual General Meeting of the Members of the Club (AGM) will be held once in each calendar year with an interval of no more than 15 months between one AGM and the next.

14.2 The business of each AGM will include:

14.2.1 A report by the Council on the activities of the Club.

14.2.2 A statement of the annual financial accounts of the Club.

14.2.3 The formal appointment or re-appointment of an Independent Examiner for the financial accounts.

14.2.4 The election or re-election of Office Bearers and the Elected Members.

### **15 Notice of Members' Meetings**

15.1 Notice of not less than fourteen clear days will be given of all Members' meetings, being the period between the date when the notice is issued and the date of the Meeting.

15.2 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting including:

15.2.1 An intimation of the nominations for vacancies amongst the Office Bearers and the Elected Members.

15.2.2 Proposals to alter the constitution, which must set out the exact terms of the proposed alteration

### **16 Special Meeting of Members**

16.1 The Council may at its discretion call a Special Meeting of the Members of the Club.

16.2 A Special Meeting will only address those matters set out in the notice that announces it.

### **17 Procedure at Members' Meetings**

17.1 The quorum for a Members' meeting is twenty five who must be present in person.

17.2 If a meeting is inquorate, no business can be conducted and a new Meeting will be called.

## **18 Chairing of Members' Meetings**

18.1 The President of the Club will act as the Chair of Members' Meetings.

18.2 If the President of the Club cannot attend the Members' meeting then a Vice President or one of the other Office Bearers may preside on the President's behalf.

18.3 It shall be the responsibility of the Chair to decide any questions of the order of business, the Meeting duration and the general conduct of the Meeting.

## **19 Voting at Members' Meetings**

19.1 Every Member has one vote, which must be given personally. Voting by proxy will not be permitted.

19.2 Decisions at Members' meetings will normally be carried by a simple majority vote. In exceptional cases, and on the recommendation of Council, the Chair may require the decision to be carried by a two thirds majority of those attending.

## **20 Minutes of Members' Meetings**

20.1 Minutes will be kept of all Members' Meetings and will be subject to formal approval at a subsequent Members' Meeting.

20.2 Minutes of Members' Meetings will be signed by the person who Chaired the meeting.

## **THE COUNCIL**

### **21 Number of Charity Trustees**

The minimum number of Trustees is 3.

### **22 The Council**

The Council shall consist of:

22.1 The Office Bearers.

22.2 Branch Representatives.

22.3 The Elected Members.

22.4 Temporary Trustees appointed in terms of clause 27.

### **23 Powers of the Council**

23.1 The Club (its assets and operations) will be managed by the Council.

23.2 In particular, Council shall:

23.2.1 Conduct the affairs of the Club generally.

23.2.2 Have control of the funds and finances of the Club including the power to borrow from banks or other sources of finance.

23.2.3 Issue an annual report and accounts.

23.2.4 Have the power to appoint committees to deal with different aspects of the Club's activities and to delegate such powers as it considers appropriate to such committees.

23.2.5 Have power to employ paid staff on such terms as it considers appropriate.

23.2.6 Have the power to purchase or lease property for the provision and maintenance of a *Scottish Centre for Ornithology*.

23.2.8 Have the power to form companies that are wholly owned by the Club for operational purposes.

23.3 A meeting of the Council at which a quorum is present (Clause 33.1) may exercise all powers exercisable by the Council.

## **24 Office Bearers**

24.1 The Office Bearers of the Club shall be:

24.1.1 The President.

24.1.2 The Vice-President (*Birding and Science*).

24.1.3 The Vice-President (*Management and Infrastructure*).

24.1.4 The Honorary Secretary.

24.1.5 The Honorary Treasurer.

24.2 The Honorary Secretary shall be responsible for the general conduct of the business of the Club.

24.3 The Honorary Treasurer shall supervise the finances of the Club, including collection of subscriptions and payment of sums due, ensure that proper records are kept and shall submit an annual statement of accounts to the Council.

## **25 Appointment of Office Bearers**

25.1 The Office Bearers shall be elected at the Annual General Meeting from amongst the Members nominated for the posts.

25.2 Nominations for vacancies among the Office Bearers must normally be received by the Honorary Secretary six weeks before the date of the AGM. Nominations will be intimated to Members in the notice calling the Meeting.

25.3 The President and the Vice-Presidents shall each hold office for four years and shall be eligible for re-election for a further period of two years.

25.4 The Honorary Treasurer and Honorary Secretary shall each hold office for an initial term of two years and shall be eligible for re-election.

## **26 Appointment of Elected Members**

26.1 The Club will elect at a general meeting three Members of the Club to join Council as Trustees (the *Elected Members*) each to serve for a period of three years.

26.2 Nominations for vacancies among the Elected Members must normally be received by the Honorary Secretary six weeks before the date of the AGM. Nominations will be intimated to Members in the notice calling the Meeting.

26.3 Elected Members will normally retire annually by rotation, and shall be eligible for re-election.

## **27 Appointment of Temporary Trustees**

27.1 The Council may fill temporary vacancies among the Office Bearers or the Elected Members by co-opting any Member on to the Council (a *Temporary Trustee*).



27.2 Temporary Trustees will hold office until the next Annual General Meeting held following their appointment. They may stand for election at that Meeting as an *Elected Member* or *Office Bearer*.

## **28 Termination of Office**

28.1 A Trustee will cease to hold office if:

28.1.1 They become disqualified from being a charity trustee in terms of the 2005 Act.

28.1.2 They become incapable of carrying out their duties and responsibilities as a Trustee for personal or medical reasons.

28.1.3 They are absent from more than three consecutive meetings of Council, and Council resolves to remove them from office.

28.2 Council may remove a Trustee from office if they have been in breach of their statutory duties under section 66(1) or (2) of the 2005 Act.

## **29 Charity Trustees: General Duties**

29.1 Every Trustee has a duty to act in the interests of the Club and will:

29.1.1 Seek to ensure that the Club acts in a manner which is in accordance with its purposes.

29.1.2 Act with the care and diligence which it is reasonable to expect of a someone who is managing the affairs of another.

29.1.3 In circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:

29.1.3.1 Wherever possible, to put the interests of the Club before that of another party.

29.1.3.2 Disclose the conflict of interest to the Club and refrain from participating in any deliberation or decision with regard to the matter in question.

29.1.4 Ensure that the Club complies with any requirements imposed under the 2005 Act.

## **30 Trustee Remuneration**

30.1 The 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.

30.2 No Trustee may be given remuneration except in accordance with clause 30.3.

30.3 A Trustee may be remunerated by the Club provided that:

30.3.1 The arrangement is approved by all of the other Trustees present at the meeting of the Trustees at which the arrangement for remuneration is under discussion.

30.3.2 The Trustee concerned shall not participate at any meeting of the Trustees at which the arrangement for remuneration is under discussion.

30.3.3 At no time shall a majority of Trustees benefit under this clause 30.3, and any such payment must only be made in the circumstances permitted by section 67 of the 2005 Act.

### **31 Register of Charity Trustees**

31.1 The Council will keep a Register of Trustees that sets out for each Trustee:

31.1.1 Their full name and contact details.

31.1.2 The date on which they were appointed as a Trustee.

31.1.3 Any office held by them in the Club.

31.2 The Club will ensure that the Register of Trustees and access to it, including information that relates to those whose period of office has ended, complies with any data protection and related legislation currently in force.

## **DECISION MAKING BY COUNCIL**

### **32 Meetings of the Council**

32.1 Council shall meet at least twice a year.

32.2 Dates of meetings of Council shall be set in advance on an annual basis.

### **33 Procedure at Meetings of the Council**

33.1 Valid decisions can only be taken at a Council Meeting that is quorate. The quorum for Council meetings is seven.

33.2 The President of the Club will act as Chair of a Council Meeting.

33.3 If the President cannot attend the Council Meeting then a Vice President or one of the other Office Bearers may preside on the President's behalf.

33.4 It shall be the responsibility of the Chair to decide the order of business, the Meeting duration and the general conduct of the Meeting.

33.5 The Honorary Secretary must ensure that proper minutes are kept in relation to all Council meetings.

33.6 Minutes of Council Meetings will include the names of those present and be signed by the Chair following formal approval at the subsequent meeting.

## **BRANCHES**

### **34 Branches**

34.1 Branches may be set up with the approval of the Council to organise meetings and other activities.

34.2 A Branch shall consist of all members of the Club who wish to be associated with Club activities in the Branch's area.

34.3 Branch expenses shall be met from the Club funds, including those held by Branches on the Club's behalf, with the approval of the Council.

### **35 Branch Committees**

35.1 The Branch Office Bearers shall be:

35.1.1 The Branch Chair.

35.1.2 The Branch Vice Chair.

35.1.3 The Branch Secretary.

35.1.4 The Branch Treasurer.

35.2 The Branch Office Bearers shall hold office for three years and be eligible for re-election.

35.3 The Branch Committee shall consist of:

35.3.1 The Branch Office Bearers.

35.3.2 Such other members of the Branch elected at the annual meeting of the members of the Branch as deemed necessary.

35.3.3 A Branch Committee may co-opt members to serve on the Branch Committee. The period of co-option will end at the next annual meeting of the Branch when they will be eligible for election to the Branch Committee.

35.4 Each Branch shall hold an annual meeting of the members of the Branch in order to receive a report from its Branch Committee and to transact other business.

35.5 Nominations for any vacancy on a Branch Committee must be received by the secretary of the Branch not later than one week before the annual meeting of the members of the Branch.

35.6 The Chair of the Branch shall normally preside at the annual meeting of the members of the Branch and at meetings of the Branch Committee.

35.7 The quorum for any meeting of a Branch Committee shall be one half of the number of Branch Committee members.

35.8 The quorum for a meeting of the Members of a Branch shall be five.

35.9 The Branch secretary shall keep minutes and perform such other duties as may be assigned to them.

35.10 Each Branch shall appoint a Branch Representative to represent the Branch on Council.

## **ADMINISTRATION**

### **36 Operation of Accounts**

36.1 In relation to all operations (other than the lodging of funds) on any bank and building society accounts held by the Club and over a value that is set and regularly reviewed by Council, the accounts shall be operable by the signatures of any two persons who are signatories of the bank accounts of the Club.

36.2 Where the Club 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 36.1.

### **37 Accounting Records and Annual Accounts**

37.1 The financial year of the SCIO shall run from 1 April to 31 March and accounts shall be made up to 31 March.

37.2 The Council must comply with the requirements of the 2005 Act and the Accounts Regulations with regard to keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.

37.3 The Council shall ensure the annual accounts are independently examined or audited as required under any statutory provisions in force.

37.4 The statements of account, reports and returns must be sent to OSCR within 9 months of the financial year end.

### **38 Winding-Up**

38.1 The Club may resolve to wind itself up by a resolution passed at a Members' Meeting.

38.2 If the Club 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 2005 Act and The Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011.

38.3 In the event of winding-up or dissolution, the Club's surplus assets shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Club. The recipient organisations shall prohibit the distribution of its income and property among their members.

## Appendix A

### A1 Interpretation

In this constitution:

A1.1 "the 2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005.

A1.2 "the Accounts Regulations" means the Charities Accounts (Scotland) Regulations 2006.

A1.3 "address" means a postal address registered with the Club.

A1.4 "Branch" means a branch of the Club established in accordance with clause 34.

A1.5 "Branch Committee" means the committee established in each Branch in accordance with clause 35.

A1.6 "Branch Officer Bearers" means the officer bearers of a Branch of the Club, as set out in clause 35.1.

A1.7 "Branch Representative" means a representative of a Branch appointed in terms of clause 35.10.

A1.8 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the 2005 Act or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes.

A1.9 "charitable" and "charitable purpose" means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

A1.10 "Club" means Scottish Ornithologists' Club, Scottish charity number SC009859 also referred to in this constitution as "the SCIO".

A1.11 "Council" means the Council of the Club as described in clause 22.

A1.12 "Honorary Secretary" means the Honorary Secretary of the Club appointed in accordance with clause 24.

A1.13 "Honorary Treasurer" means the Honorary Treasurer of the Club appointed in accordance with clause 24.

A1.14 "Member" means a member of the Club.

A1.15 "objects" means the principal objects of the Club as set out in clause 3.

A1.16 "Office Bearers" means the Trustees appointed to the Council as set out in clause 24.

A1.17 "OSCR" means the Office of the Scottish Charity Regulator.

A1.18 "President" means the President of the Club appointed in accordance with clause 24.

A1.19 "property" means any property, heritable or moveable, real or personal, wherever situated.

A1.20 "Trustee" means a trustee of the Club.

A1.21 "SCIO Regulations" means the Scottish Charitable Incorporated Organisations Regulations 2011 and the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011 (as amended – 2013).

A1.22 "Vice-President" means any of the Vice-Presidents of the Club appointed in accordance with clause 24.

A1.23 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

A1.24 References to the 2005 Act and other statutory regulations should be taken to include :

A1.24.1 any statutory provision which adds to, modifies or replaces that Act or the regulations. and

A1.24.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision.