

# The Lockerbie Wildlife Trust



Scottish Charity 005538

## Constitution

## **TITLE**

1. The name of the Trust shall be "The Lockerbie Wildlife Trust".

## **OBJECTS**

2. The objects for which the Trust is established are:
  - a) To encourage wildlife conservation.
  - b) To manage such conservation sites as the Trust accepts responsibility for.
  - c) To promote the education and understanding of all age groups regarding local wildlife and its management.
  - d) To encourage the use of Trust properties, for educative recreation.
  - e) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

## **APPLICATION OF FUNDS**

3. The funds of the Trust shall be applied solely towards the promotion of the foregoing objects.

## **INTERPRETATION**

4. In this Constitution, unless the context otherwise requires: "The Trust" means the Lockerbie Wildlife Trust. "The Constitution" means the constitution of the Trust. "The Executive Committee" means the committee of management for the time being appointed under or in accordance with the Constitution or such number of members of the Executive Committee as under the Constitution shall for the time being be entitled to act for the Executive Committee. "The Secretary" means the Secretary for the time being. Words importing the singular number only shall include the plural number where appropriate and vice versa. Words importing the masculine gender only shall include the feminine gender where appropriate and vice versa and words importing persons shall include corporations.

## **MEMBERS**

5. All those who are in sympathy with the objects of the Trust and are willing to comply with the Constitution shall be eligible to become members, subject to approval by the Executive Committee.
6. There shall be 4 classes of members, namely:
  - a) Ordinary members, whose qualification shall be their due admission as such in terms of section 7 hereof and whose membership shall continue until terminated under one or other of the provisions of section 9 hereof;
  - b) Corporate members (open to any body whether corporated or unincorporated) where qualification shall be their due admission as such in terms of section 7 hereof and whose membership shall continue until terminated under one or other of the provisions of section 9 hereof;
  - c) Life members, whose qualification shall be their due admission as such and the payment of such capital sum as may be determined from time to time by the Trust in general meeting; and
  - d) Honorary members, (up to a maximum of 5 in number) whom the Executive Committee shall have power to appoint in recognition of outstanding services to wildlife conservation, who are likely to further the interests of the Trust, and who shall have all the benefits of ordinary membership but shall not represent more than one individual, they shall nevertheless count as only one member for voting purposes.

7. Application for membership shall be in writing and signed by the applicant. The Secretary shall, upon due admission of any applicant by the Executive Committee or in accordance with such delegated procedure as the Executive Committee may from time to time authorise, and upon payment by the applicant of his initial subscription, enter the name of such applicant in the books of the Trust, and upon such entry such applicant shall become a member accordingly.
8. The annual subscriptions for ordinary and corporate members and the capital sums to be paid by life members shall be such as may from time to time be determined by the Trust in general meeting. Such determination may further provide for differential rates of annual subscription (e.g. for students, pensioners and families) and of capital sum payments (e.g. for joint life membership for husband and wife).
9. Membership of the Trust shall automatically terminate:
  - a) On the intimation to the Secretary of a member's wish to resign membership; or
  - b) On the death of a member or, in the case of joint membership, on the death of the last surviving joint member, or
  - c) If any ordinary or corporate member shall have failed to pay his annual subscription three months after the date on which the same shall have fallen due for payment, but such member may thereafter be reinstated at the discretion of the Executive Committee on payment of all arrears of subscription.
10. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by resignation, death or otherwise.

#### **GENERAL MEETINGS**

11. The Trust shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Trust and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
12. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened when a requisition signed by no fewer than 10 members of the Trust and stating the object of the meeting is delivered to the Secretary.

#### **NOTICE OF GENERAL MEETINGS**

13. Not less than 21 days written notice (exclusive of the day on which it is posted and the day of the meeting) shall be given to all current members of all general meetings of the Trust. Such notice shall specify the time and place of the meeting and the nature of the business to be conducted thereat, and shall be posted to each current member at his address as last notified to the Trust.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

15. The business to be transacted at an annual general meeting shall include the following:
  - a) Address by the President (if able to attend),
  - b) Apologies for absence,
  - c) Chairman's remarks,
  - d) Minutes - To confirm the minutes of the previous A.G.M.,
  - e) Receipt of the Annual Report of the Executive Committee,
  - f) Presentation and adoption of the independently examined accounts,
  - g) Confirmation of the appointment of President,
  - h) Confirmation of the appointment of Honorary Vice-presidents,
  - i) Election of new Honorary Vice-presidents (if any),
  - j) Appointment of the Independent Examiner for the accounts for the ensuing year,
  - k) Election of Chairman, Vice-chairman, Secretary and Treasurer,
  - l) Resolutions brought forward in accordance with the Constitution,
  - m) Such other business as the Executive Committee may determine but the general nature of such business must be indicated in the notice convening the annual general meeting. The business to be transacted at an extraordinary general meeting shall be strictly limited to the objects set out in the requisition requiring the convening of the meeting.
  
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provide, 10 members personally present shall be a quorum.
  
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chairman of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
  
18. The Chairman of the Executive Committee, or in his absence the Vice-chairman, shall preside as chairman at every general meeting of the Trust. If no such Chairman "or Vice-chairman shall be present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose some other member of the Executive Committee or, if no such member shall be present and willing to act, they shall choose some other attending member of the Trust to act as Chairman.
  
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. Except as provided in the Constitution no resolution may stand on the agenda of a general meeting of the Trust except in the name of the Executive Committee or in the names of a proposer and seconder being members of the Trust entitled to vote at that general meeting. Resolutions intended to appear on the agenda of an annual general meeting must be sent to the Secretary by the date fixed by the Executive Committee. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless (except as regards a resolution for the appointment of a chairman or for the adjournment of the meeting, on which a show of hands shall be conclusive) before or upon the declaration of the result of the show of hands a poll shall be demanded by the chairman or by at least three members present in person and entitled to vote or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be conclusive, and an entry to that effect in the minute book of the Trust shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour or against such resolution.
21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which a poll has been demanded.
24. Every member present at a meeting and duly qualified in terms of section 6 hereof shall have one vote.

#### **EXECUTIVE COMMITTEE OF THE TRUST**

25. The Executive Committee shall consist of not less than 9 and not more than 20 (21 if a President shall have been appointed in accordance with section 28 b) hereof) members of the Trust, or such other number as may from time to time be determined by the Trust in general meeting.
26. Executive Committee members shall be appointed as follows:
  - a) 'Subject as aforesaid and as aftermentioned, the Executive Committee shall be made up of such members as shall have been duly nominated and subsequently elected at an annual general meeting of the Trust. Written notice of any such nominations (other than nominations made by the Executive Committee) must have been made by not less than two members, and must be forwarded with the consent in writing of the candidate to the Secretary by the date set by the Executive Committee. The Executive Committee shall prepare a list of all the candidates nominated either by the Executive Committee or by individual members, giving in alphabetical order their names and addresses and stating by whom each candidate is nominated, and such list shall be sent to every member who is entitled to receive notice of the meeting not less than one week before the annual general meeting.  
If the number of candidates nominated does not exceed the number of vacancies the candidates so nominated shall be deemed to be elected to fill the office without any vote being taken. No vote may be given for any candidate whose name does not appear in the list of candidates and no name may be added to such list after the same has been circulated.

- b) Within the limits prescribed by section 25 hereof, the Executive Committee may co-opt additional members of the Executive Committee who shall hold office as such until the next annual general meeting of the Trust, when they shall be subject to election as provided in section 26 a) above.

27. As regards Executive Committee members elected under section 26 a) hereof:

- a) Unless their appointment shall have been expressly stated to be for a shorter period, Executive Committee members shall (subject as aftermentioned) hold office for a period of 3 years from the date of their election, after which they shall be eligible for re-election for a further period of 3 years unless a shorter period of election shall have been expressly stated. Thereafter they shall (subject as aftermentioned) retire from the Executive Committee and shall not be eligible for co-option for a further period of 1 year. These requirement provisions shall not apply to an Executive Committee member who has been appointed as President of the Trust or as Chairman or Vice-chairman of the Executive Committee; and
- b) The number of Executive Committee members required to retire in accordance with the foregoing provisions shall not exceed 5 at any one time. If more than 5 be so due to retire and shall seek re-election, the Chairman of the meeting shall put their names in a bag; the first names drawn out of the bag shall retire; and the members whose names have not been drawn shall continue in office for 1 further year.

28. a) A Chairman and Vice-chairman shall be appointed by the Executive Committee as necessary to fill vacancies occurring from time to time. Each such appointment shall (unless a shorter period be expressly stated) be for an initial period of 3 years, and may thereafter be continued for a further period or periods not exceeding 3 years in all, after which the appointee shall not (except in the case of a Vice-chairman appointed to be Chairman) be eligible for re-appointment or co-option to the Executive Committee for a further period of 1 year.

- b) The Executive Committee shall have power to appoint from their own number a President of the Trust who shall hold office for such period as the Executive Committee may determine at the time of his appointment or subsequently and shall exercise such functions as may be assigned to him by the Executive Committee from time to time. The President shall be ex officio a member of the Executive Committee.
- c) The Executive Committee may further appoint such honorary office-bearers (including a patron or patrons) as they may from time to time determine. The appointment of such honorary office-bearers shall subsist until resignation or recall. Honorary officebearers shall not ex officio be members of the Executive Committee.

29. In addition to the foregoing retirement provisions, the office of a member of the Executive Committee shall be vacated:

- a) If he becomes bankrupt or makes any arrangement or composition with his creditors;
- b) If he becomes of unsound mind;
- c) If he ceases to be a member of the Trust;
- d) If by notice in writing to the Trust he resigns his office as Executive Committee member, or
- e) If the Executive Committee by a majority of three-fourths of such of its members as shall be present at a meeting duly convened for the purpose shall resolve that such a member be retired from the Executive Committee.

## **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

30. The business of the Trust shall be managed by the Executive Committee, who may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust, save such as by the constitution are required to be exercised by the Trust in general meeting. No resolutions passed by the Trust in general meeting shall invalidate any prior act of the Executive Committee which would have been valid had that resolution not been made.
31. The Executive Committee shall have absolute discretion in administering, expending and applying or in directing the administration, expenditure and application of the funds of the Trust.
32. The Executive Committee shall cause minutes to be made in books provided for the purpose:
  - a) Of all appointments of officers made by the Executive Committee;
  - b) Of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any sub-committee thereof;
  - c) Of all resolutions and proceedings at all meetings of the Trust, and of the Executive Committee, and sub-committees of the Executive Committee; and every member of the Executive Committee present at any meeting of the Executive Committee shall sign his name in a book to be kept for that purpose.

## **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

33. The Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the chairman of the meeting shall have a second or casting vote.
34. The quorum necessary for the transaction of business of the Executive Committee, and unless otherwise fixed shall be three.
35. The chairman, or in his absence the vice-chairman, shall preside at the meetings of the Executive Committee. In the absence of both the chairman and vice-chairman, the members of the Executive Committee present shall choose one of their number to be chairman for the meeting.
36. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body, but if their number is reduced below the lowest numbers fixed in accordance with section 25 hereof, the continuing members of the Executive Committee may act for the purpose of increasing the number of members of the Executive Committee, or of summoning a general meeting of the Trust but for no other purpose.
37. The Executive Committee may delegate any of its powers to one or more sub-committee consisting of such present or past Executive Committee members as the Executive Committee may from time to time appoint for this purpose and co-opted members of the Trust who are not, and have never been, members of the Executive Committee. Such sub-committees shall in all respects conform with any regulation imposed upon them from time to time by the Executive Committee. Except insofar as superseded by any such regulations, the meetings and proceedings of the sub-committee shall be governed (so far as is applicable) by the provisions of this constitution for regulating the meetings and proceedings of the Executive Committee.

38. The Executive Committee and all sub-committees shall be free to invite to their meetings any professional adviser to the Trust and any Assessor appointed by any body which the Executive Committee or any sub-committee may consider to have specialist knowledge useful to the purposes of the Trust. Such invitees shall attend in a purely advisory capacity and shall have no voting rights.
39. All acts done by any meeting of the Executive Committee or sub-committee, or by any person acting as a member of either of the foregoing, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the Executive Committee or of the relevant sub-committee.
40. A member of the Executive Committee (including a co-opted member) may in writing appoint an alternate, who is also a member of the Trust to act in his place at any Executive Committee or sub-committee meeting at which he is unable to be present, and such alternate shall (if due notice of his appointment shall have been given to the Secretary) be entitled to notice of all meetings covered by his appointment.

#### **DIRECTORS**

41. The Chairman and Vice-chairman of the Executive Committee duly appointed in terms of section 28 a) hereof shall *ex officio* be the Directors of the Trust and shall continue to act as directors (irrespective of age or length of tenure) until they respectively demit office as Chairman or Vice-chairman.

#### **SECRETARY AND TREASURER**

42. The Trust in general meeting may appoint a Secretary and a Treasurer for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or Treasurer so appointed may be removed by them.

#### **FINANCE**

43. The Executive Committee shall cause proper books of account to be kept with respect to:
- a) all sums of money received and extended by the Trust and the matters in respect of which the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Trust; and
  - c) the assets and liabilities of the Trust. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transactions.
44. The books of account shall be kept at the registered office of the Trust, or at such other place as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.
45. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Trust shall be open to the inspection of members not being members of the Executive Committee. No member, not being a member of the Executive Committee, shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Executive Committee or by the Trust in general meeting.

46. The Treasurer shall keep proper accounting records and shall prepare an Income and Expenditure Account and Balance Sheet for the year to 31st of August to be presented for approval at the AGM after independent examination. The AGM shall take place within 3 months of the financial year end.

A copy of the accounts will be made available to any member prior to the AGM on request.

47. The signatures of any two of three committee members shall be required to operate any bank account held in the name of the Lockerbie Wildlife Trust.

#### **FUND RAISING**

48. No fund raising in the name of the Trust shall be undertaken without the prior approval of the Executive Committee.

#### **AMENDMENT OF CONSTITUTION**

49. The constitution may only be amended by resolution in general meeting.

#### **DISSOLUTION**

50. If upon the winding up or dissolution (except in the case of a reconstruction, or amalgamation between Trusts having similar objects) of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Trust but shall be given or transferred to some other body or bodies having objects similar to the objects of the Trust, such body or bodies to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by a competent Court of Law; and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

This Constitution was adopted at a General meeting of the Lockerbie Wildlife Trust.

Signed: James Rae (Chairman)

Signed: Kathy Davidson (Secretary)

Date:

For tax purposes, The Lockerbie Wildlife Trust was recognised by the Inland Revenue as having Charitable status from 1st November 1989 (SC 005538).

Registered Address:  
The Lockerbie Wildlife Trust  
12 Douglas Terrace  
Lockerbie  
DG11 2DZ