

SCVO Model Voluntary Association Constitution

CONSTITUTION

of

Scottish Castles Association

Registered Charity SC029654

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GENERAL

Name of association

- 1 The name of the association is "Scottish Castles Association".

Purposes

- 2 The association's purposes are:
 - (a) to encourage, by charitable means but not otherwise, the protection, preservation, restoration, research, study and appreciation of Scottish castles, tower houses and manor houses, together with their associated furnishings, settings, gardens and designed landscapes being of merit or historic interest and situated in Scotland;
 - (b) to co-operate with other bodies with similar aims; and
 - (c) to do anything which may be considered to be incidental or conducive to the attainment of all or any of the objects.

Powers

- 3 In pursuance of the purposes set out in clause 2 (but not otherwise), the association shall have the following powers:
 - (a) to encourage, by charitable means but not otherwise, the protection, preservation, restoration, research, study and appreciation of Scottish castles, tower houses and manor houses, together with their associated furnishings, settings, gardens and designed landscapes being of merit or historic interest and situated in Scotland;
 - (b) To carry on any other activities which further any of the above purposes.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - (f) To borrow money, and to give security in support of any such borrowings by the association.

- (g) To employ such staff as are considered appropriate for the conduct of the association'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 association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other bodies, all with a view to furthering the association's purposes.
 - (l) To establish and/or support any charity, and to make donations for any charitable purpose falling within the association's purposes.
 - (m) To form any company or Scottish charitable incorporated organisation (SCIO) with similar purposes to those of the association, and, if considered appropriate, to transfer to any such company (but, if the association is a charity at the time, only if that company is a charity) or SCIO (without any payment being required from the company or SCIO) the whole or any part of the association's assets and undertaking.
 - (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association'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 association's purposes.
- 4 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 purposes.
- 5 Clause 4 does not prevent the association making any payment which is permitted under clauses 92 to 96 (remuneration and expenses).

General structure

- 6 The structure of the association consists of:
- (a) the MEMBERS - who have the right to participate in the annual general meeting (and any special general meeting) and have important powers under the constitution; for example, the members elect people to serve on the Council and take decisions in relation to changes to the constitution itself;
 - (b) the COUNCIL (MANAGEMENT COMMITTEE), i.e. our TRUSTEES, who hold regular meetings during the period between annual general meetings, and generally control the activities of the association; for example, the Council is responsible for monitoring and controlling the financial position of the association.

MEMBERS

Qualifications for membership

- 7 Membership shall be open to
- (a) any individual who is interested in and in sympathy with the objects of the Association.
 - (b) any corporate body which is interested in and in sympathy with the objectives of the Association.
- 8 Employees of the association are not eligible for membership; and a person who becomes an employee of the association after admission to membership will automatically cease to be a member.

Application for membership

- 9 Any person or body who/which wishes to become a member must sign and lodge with the association, a written application for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body; the application must be accompanied by a remittance to meet the annual membership subscription. The application for membership will then be considered by the Council.
- 10 The Council may, at its discretion, refuse to admit any person or body to membership.
- 11 The Council shall consider each application for membership within a reasonable time after the meeting, notify the applicant of its decision

on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by them under clause 9.

Membership subscription

- 12 Members shall be required to pay an annual membership subscription; unless and until otherwise determined by the Council, the amount of the annual membership subscription shall be per the rates in Appendix 1

12A. The Council may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at a Council meeting following approval of the budget for the following year.

12B. If the membership subscription payable by any member remains outstanding more than 12 weeks after the date on which it fell due (and providing they have been given at least one written reminder) the Council may, by resolution to that effect, expel them from membership.

12C. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 13 The Council must maintain a register of members, setting out the full name and address of each member, the date on which they/it were admitted to membership, and the date on which any person or body ceased to be a member. Data will be retained in accordance with our GDPR policy and legislative requirements.
- 14 If a member or Council member requests a copy of the register of members, the Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (where they are not a member of the Council), the Council may provide a copy which has the addresses blanked out, providing only full names and date admitted/ceased to be a member.

Withdrawal from membership

- 15 Any person who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the association submit a notice of withdrawal to the association (either in writing or by email); they will cease to be a member as from the time when the notice is received by the association.

Transfer of membership

- 16 Membership of the association may not be transferred.

Re-registration of members

- 17 The Council may, at any time, issue notices to the members (either in writing or by email) requiring them to confirm that they wish to remain as members of the association, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Council.
- 18 If a member fails to provide confirmation to the Council (in writing or by email) that they wish to remain as a member of the association before the expiry of the 28-day period referred to in clause 17, the Council may expel them from membership.
- 19 A notice under clause 17 will not be valid unless it refers specifically to the consequences (under clause 18) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 20 Any person or body may be expelled from membership by way of a resolution passed in compliance with clause 49 (requirement for two thirds majority) 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.

Termination of membership

- 21 Membership of the association will terminate on death.

DECISION-MAKING BY THE MEMBERS

General meetings (meetings of members)

- 22 The Council must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. The AGM can be held online in exceptional circumstances such as the pandemic lockdown.
- 23 The gap between one AGM and the next must not be longer than 15 months.
- 24 *Removed – not applicable*

- 25 The business of each AGM must include:
- (a) a report by the chair on the activities of the association;
 - (b) consideration of the annual accounts of the association;
 - (c) the election/re-election of members of the Council, as referred to in clauses 71 to 74.
- 26 The Council may arrange a special general meeting at any time.

Power to request the Council to arrange a special general meeting

- 27 The Council must arrange a special general meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 10% or more of the total membership of the association at the time, providing:
- (a) the notice states the purposes for which the meeting is to be held; and
 - (b) those purposes are not inconsistent with the terms of this constitution, the Scottish Charities Act (where the association is a charity at the time), or any other statutory provision.
- 28 A notice under clause 27 may take the form of:
- (a) two or more documents in the same terms, each signed by one or more members; and/or
 - (b) a number of emails, each issued by a member;
- and the Council will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 10% threshold referred to in clause 27.
- 29 If the Council receive a notice under clause 27, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of general meetings

- 30 At least 14 clear days' notice must be given of any AGM or any special general meeting.
- 31 The notice calling a general meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) in the case of any resolution falling within clause 49 (requirement for two-thirds majority) must set out the exact terms of the resolution; and

- (b) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
- 32 The reference to "clear days" in clause 30 shall be taken to mean that, in calculating the period of notice:
 - (a) the day after the notice is posted (or sent by e-mail) should be excluded; and
 - (b) the day of the meeting should also be excluded.
- 33 Notice of every general meeting must be given to all the members of the association, and to all the members of the Council; but the accidental omission to give notice to one or more members or Council members will not invalidate the proceedings at the meeting.
- 34 Any notice which requires to be given to a member under this constitution must be:
 - (a) sent by post to the member, at the address last notified by them to the association; or
 - (b) sent by e-mail to the member, at the email address last notified by them to the association.
- 35 If members of the association and Council members are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see clause 38), the notice (or notes accompanying the notice) must:
 - (a) set out details of how to connect and participate via that link or links; and
 - (b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - b) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - c) (where clause 36 applies) submitting questions and/or comments in advance of the meeting.

- 36 Where a general meeting is to involve participation solely via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 37) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
- 37 Where clause 36 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive

Procedure at general meetings

- 38 The Council may if they consider appropriate (and must, if required under clause 39) make arrangements for members and Council members to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and Council members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 35; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and Council members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and Council members (if any) who are attending in person (and vice versa).
- 39 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the Council must make arrangements for members and Council members to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 38 will apply.

- 40 A general meeting may involve two or more members or Council members participating via attendance in person while other members and/or Council members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 41 References in clauses 35 to 40 to members should be taken to include authorised representatives of members which are corporate bodies
- 42 No business shall be dealt with at the general meeting unless a quorum is present; the quorum for a general meeting shall be 15 members, present in person or (in case of members which are corporate bodies) present via their duly authorised representatives.
- 43 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and participate in discussions at the meeting will be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
- 44 If a quorum is not present within 15 minutes after the time at which a general meeting was due to start the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business which was intended to be conducted.
- 45 The chair of the association or their nominated deputy should act as chairperson of each general meeting.
- 46 If the chair of the association is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the members of the Council present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

Voting at general meetings

- 47 Every member shall have one vote, which (whether on a show of hands or a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative at the meeting (subject to clause 52).
- 47A A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; they will then be entitled to exercise the same powers on behalf of the body which they represent as that body could have exercised if it had been an individual member of the association.

- 48 All decisions at general meetings will be made by majority vote - with the exception of the types of resolution listed in clause 49.
- 49 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a general meeting (or if passed by way of a resolution agreed to in writing or by email under clause 57):
- (a) a resolution amending the constitution;
 - (b) a resolution expelling a person from membership under clause 20;
 - (c) a resolution removing a person from office as a Council member under paragraph (i) of clause 77;
 - (d) a resolution directing the Council to take any particular step (or directing the Council not to take any particular step) under clause 87;
 - (e) a resolution for the dissolution of the association.
- 50 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 51 A resolution put to the vote at a general meeting will be decided on a show of hands unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 52 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Council have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 53 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 54 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 52, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 55 The principles set out in clauses 52 and 54 shall also apply in relation to the casting of votes by the authorised representative of a member which is a corporate body

Technical objections to remote participation in general meetings

- 56 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the Council in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
- (a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
 - (b) the general meeting need not be held in any particular place;
 - (c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - (d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - (e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the Council) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

- 57 A resolution agreed to in writing (or by e-mail) by the required majority (see clause 59) of the members who would have been entitled (as at the date on which it is circulated) to vote on it if it had been proposed at a general meeting will (subject to clauses 60 and 61) be as valid as if it had been passed at a general meeting; and the date of the resolution will be taken to be the date on which the last member agreed to it.
- 58 A copy of any proposed resolution under clause 57 must be sent (in writing or by email; and at the same time, so far as reasonably possible) to all those members entitled to vote on it; and it must be accompanied in each case by a statement:
- (a) informing the member how to give their agreement to the resolution; and

- (b) notifying the member of the date when the resolution would lapse if the required majority of the members have not given their agreement by that date (see clause 60).
- 59 For the purposes of clauses 57 and 60, "required majority" means:
- (a) in the case of a resolution of the nature referred to in clause 49 (requirement for two thirds majority) – two thirds or more;
 - (b) in the case of any other resolution - more than half;
- and on the basis that (if all members have voting rights) these proportions are to be applied to the total membership of the association at the time.
- 60 In order for a resolution to be valid under clause 57, it must be agreed to by the required majority of the members within 28 days after it is circulated.
- 61 A resolution to remove a Council member cannot be dealt with via a resolution agreed to in writing or by email under clause 57.

Minutes

- 62 The Council must ensure that proper minutes are kept in relation to all general meetings and that a proper record is kept of all resolutions agreed to in writing or by email under clauses 57 to 61.
- 63 Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 64 The records of resolutions kept under clause 62 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.
- 65 The Council shall make available copies of the minutes, and records of resolutions, referred to in clause 62 to any member of the public requesting them; but on the basis that the Council may exclude confidential material.

COUNCIL

Number of Council members

- 66 The maximum number of Council members is 14; out of that:

- (a) no more than 14 shall be Council members who were elected/appointed under clauses 71 to 74 (the initial Council members being deemed to fall within this category); and
- (b) no more than 2 shall be Council members who were co-opted under the provisions of clauses 75 and 76.

67 The minimum number of Council members is 6.

Eligibility

68 A person shall not be eligible for election/appointment to the Council unless they are a member of the association or have been nominated for election/appointment to the Council by a member which is a corporate body.

69 A person will not be eligible for election or appointment to the Council if they are:

- (a) disqualified from being a charity trustee under the Scottish Charities Act (even if the association is not a charity at the time); or
- (b) an employee of the association.

Initial Council members

70 *Not applicable*

Election, retirement, re-election

71 At each AGM, the members may elect any member (subject to clause 66, and providing they are not debarred under clause 69) to be a Council member.

72 The Council may at any time appoint any member (subject to clause 66, and providing they are not debarred under clause 69) to be a Council member.

72A. A member which is a corporate body may (subject to clause 72B) nominate any individual for election/appointment to the Council; they will then be deemed to be a member of the association for the purposes of clauses 71 and 72.

72B No more than one individual nominated under clause 72A by each corporate member may serve as a member of the Council at any given time.”

- 73 At each AGM, all of the Council members elected/appointed under clauses 71 and 72 (and, in the case of the first AGM, shall retire from office on the 5th anniversary of appointment - but shall then be eligible for re-election under clause 71.
- 74 A Council member retiring at an AGM will be deemed to have been re-elected unless:
- (a) they advise the Council prior to the conclusion of the AGM that they do not wish to be re-appointed as a Council member; or
 - (b) an election process was held at the AGM and they were not among those elected/re-elected through that process.

Appointment/re-appointment of co-opted Council members

75 *Not applicable*

76 *Not applicable*

Termination of office

- 77 A member of the Council will automatically cease to hold office if:
- (a) they become disqualified from being a charity trustee under the Scottish Charities Act (even if the association is not a charity at the time);
 - (b) they become incapable for medical reasons of carrying out their duties as a member of the Council - but only if that has continued (or is expected to continue) for a period of more than six months;
 - (c) (in the case of a Council member elected/appointed under clauses 71 to 74, or any of the initial Council members) they cease to be a member of the association or (if they were nominated by a corporate body) the corporate body which nominated them ceases to be a member of the association;
 - (d) they become an employee of the association;
 - (e) they give the association a notice of resignation (either in writing or by email);
 - (f) they are absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council – but only if the Council resolve to remove them from office;
 - (g) they are removed from office by resolution of the Council on the grounds that they are considered to have committed a serious

breach of the code of conduct for Council members (as referred to in clause 97);

- (h) (if the association is a charity at the time) they are removed from office by resolution of the Council on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act; or
 - (i) they are removed from office by a resolution of the members passed at a general meeting.
- 78 A resolution under paragraph (g), (h) or (i) of clause 77 shall be valid only if:
- (a) the Council member concerned is given reasonable prior written notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;
 - (b) the Council member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - (c) (in the case of a resolution under paragraph (g) or (h)) at least two thirds (to the nearest round number) of the Council members then in office vote in favour of the resolution; and
 - (d) (in the case of a resolution under paragraph (i)) at least two thirds (to the nearest round number) of the votes cast in relation to the resolution were in favour of the resolution.

Register of Council members

- 79 The Council shall securely maintain a register of Council members, setting out the full name and address of each member of the Council, the name of the corporate member which is nominated, each Council member (if applicable), the date on which each such person became a Council member, and the date on which any person ceased to hold office as a Council member.
- 80 If any person requests a copy of the register of Council members, the Council must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a Council member, the Council may provide a copy which has the addresses blanked out - if the association is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 81 The Council members must elect (from among themselves) a chair, a treasurer and a secretary for a five-year period.
- 82 In addition to the office-bearers required under clause 81, the Council members may elect (from among themselves) further office bearers if they consider that appropriate.
- 83 On the 5th anniversary of their appointment the office bearers will cease to hold office , but may then be re-elected by the Council under clause 81 or 82.
- 84 A person elected to any office will automatically cease to hold that office:
- (a) if they cease to be a member of the Council; or
 - (b) if they give to the association a notice of resignation from that office (either in writing or by email).

Powers of Council

- 85 Except where this constitution states otherwise:
- (a) the association (and its assets and undertaking) will be managed by the Council; and
 - (b) the Council may exercise all the powers of the association.
- 86 A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 87 The members may, by way of a resolution passed in compliance with clause 49 (requirement for two thirds majority), direct the Council to take any particular step or direct the Council not to take any particular step; and the Council shall give effect to any such direction accordingly.

Council members - general duties

- 88 Each of the Council members has a duty, in exercising functions as a Council member, to act in the interests of the association; and, in particular, must:
- (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its purposes;
 - (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 between the association and any other party:
 - a) put the interests of the association before that of the other party; or
 - b) where any other duty prevents them from doing so, disclose the conflicting interest to the association and refrain from participating in any deliberation or decision of the other Council members with regard to the matter in question;
 - (d) (if the association is a charity at the time) ensure that the association complies with any direction, requirement, notice or duty imposed under or by virtue of the Scottish Charities Act.
- 89 In addition to the duties outlined in clause 88, all of the Council members must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a Council member is corrected by the Council member concerned and not repeated; and
 - (b) that any Council member who has been in serious or persistent breach of those duties is removed as a Council member.

Conflicts of interest involving Council members - general

- 90 The Council must use every effort to ensure that conflicts of interest involving Council members (including those which relate to individuals or bodies connected with Council members) are identified at the earliest opportunity and appropriately managed; the following provisions of this constitution are of particular relevance:
- (a) clauses 91 and 94 require Council members to declare any personal interest which they may have in any transaction or other arrangement with the association;
 - (b) clause 115 prohibits a Council member with a personal interest in a proposed arrangement from voting on the question of whether the association should enter into that arrangement;
 - (c) clause 93 (reflecting similar provisions contained in the Scottish Charities Act) sets out restrictions and conditions for any arrangement under which remuneration would be paid to a Council member (or where the Council member might benefit from remuneration paid to a connected party).
- 91 In addition to complying with the provisions referred to in clause 90:

- (a) the Council must maintain a register of Council members' interests;
- (b) the chairperson of each Council meeting must invite declarations of interest, shortly after the start of the meeting;
- (c) the minutes of each Council meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

- 92 No Council member may serve as an employee (full time or part time) of the association; and no Council member may be given any remuneration by the association for carrying out their duties as a Council member.
- 93 Where a Council member provides services to the association or might benefit from any remuneration paid to a connected party for such services:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - (b) the Council must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the Council members must be receiving remuneration from the association (or benefit from remuneration of that nature).
- 94 Provided they have declared their interest - and have not voted on the question of whether or not the association should enter into the arrangement - a Council member will not be debarred from entering into an arrangement with the association in which they have a personal interest where that is not prohibited by clause 92 or 93; and (subject to clause 93 and – if the association is a charity at the time – subject to the provisions relating to remuneration for services contained in the Scottish Charities Act), they may retain any personal benefit which arises from that arrangement.
- 95 The association may also enter into an arrangement with a member who is not a Council member (or with a person or body connected with a member who is not a Council member) under which that member (or the connected person or body) receives payment for goods or services provided by them to the association, but only if:

- (a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the association's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
- (b) the Council members are satisfied, after careful consideration, that the arrangement is in the best interests of the association;

and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the association or makes a loan to the association.

- 96 The Council members 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.

Code of conduct for Council members

- 97 Each of the Council members shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Council from time to time.
- 98 The code of conduct referred to in clause 97 shall be supplemental to the provisions relating to the conduct of Council members contained in this constitution and (if the association is a charity at the time) the duties imposed on charity trustees under the Scottish Charities Act; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE COUNCIL MEMBERS

Notice of Council meetings

- 99 Any Council member may request a meeting of the Council or may ask the secretary to call a meeting of the Council.
- 100 At least 7 days' notice must be given of each Council meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 101 If Council members are to be permitted to participate in a Council meeting by way of audio and/or audio-visual link(s), the Council members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Council members who may have difficulties in

using a computer or laptop for this purpose) the Council members' attention should be drawn to the following options:

- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at Council meetings

- 102 No valid decisions can be taken at a Council meeting unless a quorum is present; the quorum for Council meetings is 4 Council members, present in person.
- 103 An individual participating in a Council meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Council member, will be deemed to be in attendance) at the meeting.
- 104 If at any time the number of Council members in office falls below the number stated as the quorum in clause 102, the remaining Council member(s) will have power to fill the vacancies or call a general meeting - but will not be able to take any other valid decisions.
- 105 The chair of the association should act as chairperson of each Council meeting.
- 106 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Council members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 107 Every Council member has one vote, which must be given personally (subject to clause 113).
- 108 All decisions at Council meetings will be made by majority vote.
- 109 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 110 The Council may if they consider appropriate (and must, if this is required under clause 111), allow Council members to participate in Council meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

- (a) the means by which Council members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the Council members - a barrier to participation; and
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Council members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Council members (if any) who are attending in person (and vice versa).
- 111 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed Council meeting would not be possible or advisable for one or more of the Council members, the Council must make arrangements for Council members to participate in that Council meeting by way of audio and/or audio-visual link(s); and on the basis that:
- (a) the requirements set out in paragraphs (a) and (b) of clause 110 will apply; and
 - (b) the Council must use all reasonable endeavours to ensure that all Council members have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 112 A Council meeting may involve two or more Council members participating via attendance in person while other Council members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 113 Where a Council member or Council members are participating in a Council meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 114 The Council may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Council meeting notwithstanding that they are not a Council member - but on the basis that they must not participate in decision-making.
- 115 A Council member must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the association; they must withdraw from the meeting while an item of that nature is being dealt with.

- 116 For the purposes of clause 115:
- (a) an interest held by an individual who is “connected” with the Council member under section 68(2) of the Scottish Charities Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Council member (even if the association is not a charity at the time);
 - (b) a Council member will (subject to clause 117) be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the Council, officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.
- 117 Where a subsidiary of the association has an interest in a particular matter which is to be considered by the Council, a Council member who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation

- 118 The principles set out in clause 56 (technical objections to remote participation) shall apply in relation to remote participation and voting at Council meetings, as if each reference in that clause to a member were a reference to a Council member and each reference in that clause to a general meeting were a reference to a Council meeting.

Council resolutions agreed in writing or by email

- 119 A resolution agreed to in writing (or by email) by a majority of the Council members then in office shall (subject to clauses 120 and 121) be as valid as if duly passed at a Council meeting.
- 120 A resolution under clause 119 shall not be valid unless a copy of the resolution was circulated to all of the Council members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 121.
- 121 If a resolution is circulated to the Council members under clause 120, any one or more Council members may, following receipt of a copy of the resolution, notify the secretary that they consider that a Council meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

- (a) the secretary must convene a Council meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- (b) the resolution cannot be treated as valid under clause 119 unless and until that Council meeting has taken place;
- (c) the Council may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Council meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the Council members then in office.

Minutes

- 122 The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the Council members under clause 119.
- 123 The minutes to be kept under clause 122 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 124 The records of resolutions kept under clause 122 must include the names of those Council members who agreed to the resolution (as well as the names of any Council members who stated that they disagreed with the resolution); and should be signed by the chair of the association.
- 125 *Not applicable*
- 126 *Not Applicable*

ADMINISTRATION

Delegation to sub-committees

- 127 The Council may delegate any of their powers to sub-committees; a sub-committee must include at least one Council member, but other members of a sub-committee need not be Council members but should be paid-up members.
- 128 The Council may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.

- 129 When delegating powers under clause 127 or 128, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council).
- 130 Any delegation of powers under clause 127 or 128 may be revoked or altered by the Council at any time.
- 131 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Council.

Operation of accounts

- 132 The Council should ensure that the systems of financial control adopted by the association in relation to the operation of the association's bank accounts (including online banking) reflect the recommendations made from time to time by the association's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

- 133 The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 134 The Council must prepare annual accounts, complying with all relevant statutory requirements; and
- (a) if an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor;
 - (b) if an audit is not carried out, the Council must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Dissolution

- 135 The members may, by way of a resolution passed in compliance with clause 49 (requirement for two thirds majority), resolve that the association be dissolved.
- 136 If a resolution to dissolve the association is passed under clause 135, the Council shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other body or bodies having purposes similar to those of the association [which is/are a charity or charities at the time][which (in

each case, if there are two or more bodies) have a constitution prohibiting the distribution of profits (and of surplus assets on a winding-up) to members].

- 137 The identity of the body or bodies to which assets are transferred under clause 136 shall be determined by the members of the association at, or prior to, the time of dissolution.
- 138 For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

- 139 This constitution may (subject to clause 140) be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority referred to in clause 49) or by way of a resolution of the members agreed in writing or by email under clause 57.
- 140 The Scottish Charities Act prohibits charities from taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR); if the association is a charity at the time, it must obtain OSCR's consent accordingly, before taking the relevant step.

Interpretation

- 141 References in this constitution to the Scottish Charities Act should be taken to include:
- (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph (a) above.
- 142 In this constitution:
- (a) "Scottish Charities Act" means (subject to clause 141) the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) "charity" means a body which is entered in the Scottish charity register;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a

charitable purpose in relation to the application of the Taxes Acts.

This constitution was adopted on 12th April 2025.

Signature: Dorothy Newlands of Lauriston

Name: Dorothy Newlands of Lauriston

Position: Chair, Scottish Castles Association

Constitution of the Scottish Castles Association Appendix 1

1 Membership and Subscriptions

- (a) Membership of the Association shall be open to all persons and corporate and other bodies interested in and in sympathy with the objects of the Association.

Type	Eligibility	Cost
Individual	Individuals	£32.50
Family/Joint	Two members, to include spouses and partners and other individuals living at the same address (other than paying tenants and lodgers) and any children (including step-children and adopted children) under age 18.	£54.00
Young Persons, Students and Unemployed	Individuals under 25, individuals of any age who are in full-time education, and to individuals who are unemployed and hold a valid Jobseeker's Allowance (JSA) form. Entitlement as for Individual member.	£15
Life	Available for a one-off payment. Entitlement as for Family/Joint membership.	£500
Corporate	Firms and corporate bodies. One voting member.	£130
Honorary Life	Awarded to an individual at the discretion of the SCA Council. Entitlement as for Individual member.	-
Charity	Available to charitable bodies with similar aims. Entitlement as for Individual member.	£32.50
Fellows	Entitlement as for Individual member.	£32.50
Host	One year's membership, as thanks for hosting an SCA visit – entitlement as for Individual member	-
President	Entitlement as for Individual member.	£32.50
Patron	(Can vote if also a member)	-
Non-voting:		
Hon Fellow		-
Hon Member		-
Guest		£10 per day to attend an event