

CONSTITUTION OF BUTE MUSEUM AND NATURAL HISTORY SOCIETY

(Scottish Charitable Incorporated Organisation)

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GENERAL

Type of organisation

- 1 The organisation known as Bute Museum and Natural History Society will be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of Bute Museum and Natural History Society will be in Rothesay, Bute, Scotland (and must remain in Scotland).

Name

- 3 The name of the organisation is "Bute Museum and Natural History Society."

Purposes

- 4 The organisation is established for charitable purposes only, and in particular, the objects are:

to advance education within the community of Bute. This would be achieved by

- 4.1 providing a platform to educate the general public in all aspects of the Archaeology, History and Natural History of Bute, its former county and surrounding area;
- 4.2 promoting and organising exhibitions, conferences, lectures and study tours for members, the local community, visitors and visiting study groups;
- 4.3 promoting and undertaking research on the surrounding area, disseminating the results through publications, visual and aural material;
- 4.4 securing the publication of Transactions and accept encourage and commission appropriate publications and journals;
- 4.5 providing structured opportunities to schools and other groups within the community to learn about their historical and natural environment;

to advance heritage, culture and science pertinent to the Isle of Bute and its environs. This would be achieved by

- 4.6 providing and maintaining a local museum for the benefit of the community and visitors to the Island of Bute;
- 4.7 advancing understanding of the flora, fauna and geology of the former County of Bute;
- 4.8 creating and maintaining databases on the natural and cultural environment of the Isle of Bute, and ensuring such material is publicly accessible

Powers

- 5 Bute Museum and Natural History Society has power to do anything that is calculated to further its purposes or is conducive or incidental to doing so.
6. No part of the income or property of Bute Museum and Natural History Society may be paid or transferred directly or indirectly to the Members - either in the course of Bute Museum and Natural History Society's existence or on dissolution - except where this is done in direct furtherance of Bute Museum and Natural History Society's charitable purposes.

Liability of members

- 7 The Members of Bute Museum & Natural History Society have no liability to pay any sums to help to meet the debts or other liabilities of the organisation if it is wound up; accordingly, if Bute Museum and Natural History Society is unable to meet its debts, the Members will not be held responsible.
- 8 The Members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude or limit any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of BUTE MUSEUM and NATURAL HISTORY SOCIETY consists of:-
 - 9.1 the MEMBERS – who on timely payment of their Annual Membership Fee, have the right to attend Members' meetings including any Annual General Meeting and have important powers under the constitution; in particular, the Members appoint Trustees to serve on the Board and take decisions on changes to the constitution itself;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of Bute Museum and Natural History Society; for example, the Board is responsible for monitoring and controlling the financial position of Bute Museum and Natural History Society.
- 10 The people serving on the Board are referred to in this constitution as Trustees.

MEMBERS

Qualifications for membership

- 11 Membership is open to:-
 - 11.1 any person who subscribes to the purposes of the organisation and wishes to see them fulfilled and;
 - 11.2 who pays the Annual Membership Fee in place at the time.

Application for membership

- 12 On incorporation, the Members of the SCIO shall comprise:-
 - 12.1 Members of Buteshire Natural History Society, the unincorporated organisation, immediately prior to the Conversion;
 - 12.2 the Trustees of Bute Museum; and

such Members shall be deemed to have already paid their current Membership Fees to Buteshire Natural History Society for the current year.
- 13 In addition to those persons who become Members under clause 12, any person who wishes to become a Member must sign a written application and pay the Annual Membership Fee.
- 14 The Membership Secretary shall consider applications received by Bute Museum and Natural History Society and may, at his/her discretion, refuse to admit any person to membership.

- 15 A person whose application for membership has been rejected has the right to appeal to the Trustees who will consider such an appeal at their next scheduled meeting.
- 16 The Trustees may, at their discretion, refuse to admit any person to membership.
- 17 Each applicant must be notified (in writing or by e-mail) of the decision on whether or not to admit him/her to membership. If the decision was to refuse admission, any remittance lodged by him/her under clause 13 shall be returned to the applicant.

Membership subscription

- 18 Members shall be required to pay an Annual Membership subscription (except those who are current Life Members of Buteshire Natural History Society) (the "Annual Membership Fee").
- 19 The Annual Membership Fee shall be payable when an initial application is made, and is due in subsequent years on 1st October in each year.
- 20 The Trustees may recommend variation of the amount of the Annual Membership Fee subject to Annual General Meeting/ Extraordinary General Meeting (AGM/EGM) approval.
- 21 If the Annual Membership Fee payable by any Member remains outstanding for more than four months and providing he/she has been given at least one written reminder the Trustees may at their discretion, by a resolution to that effect, expel him/her from membership (and for the avoidance of doubt, there is no right of appeal to such expulsion).
- 22 A person who ceases, for whatever reason, to be a Member shall not be entitled to any refund of the Annual Membership Fee.

Register of members

- 23 The Trustees must keep a Register of Members, setting out:-
 - 23.1 for each current Member:-
 - 23.1.1 his/her full name and address;
 - 23.1.2 the date on which he/she was registered as a Member of Bute Museum and Natural History Society; and
 - 23.2 for each former Member - for at least six years from the date on which he/she ceased to be a Member:-
 - 23.2.1 his/her name; and
 - 23.2.2 the date on which he/she ceased to be a Member.
- 24 The Trustees must ensure that the Register of Members is updated within 28 days of any change:-
 - 24.1 which arises from a resolution of the Board or a resolution passed by the Members of Bute Museum and Natural History Society; or
 - 24.2 which is notified to Bute Museum and Natural History Society.

- 25 If a Member or Trustee of Bute Museum and Natural History Society requests a copy of the Register of Members, the Trustees must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a Member (rather than a Trustee), the Trustees may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 26 Any person who wishes to withdraw from membership must give a written notice of withdrawal to Bute Museum and Natural History Society, signed by him/her.

Transfer of membership

- 27 Membership of Bute Museum and Natural History Society is not transferable.

Expulsion from membership

- 28 Except in the case of non-payment of Annual Membership Fees, in which case the provisions of clause 21 shall apply, any person expelled from membership by the Trustees shall have a right of appeal to the Members. In the event that an expelled person wishes to make such an appeal, the Trustees shall convene a Members' meeting, at which the Members shall be asked to ratify their decision. Such a ratification can only be passed by not less than two thirds majority of those Members present and voting at the Members' meeting, provided the following procedures have been observed:-

- 28.1 at least 21 days notice of the intention to propose the resolution must be given to the expelled person, specifying the grounds for the proposed expulsion; and
- 28.2 the expelled person will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

DECISION MAKING BY THE MEMBERS

Members' meetings

- 29 The Trustees must arrange an Annual General Meeting of Members ("AGM") in each calendar year. An AGM may be held in person or, by agreement of the Trustees, a virtual AGM may be held to which all members will be invited.
- 30 The gap between one AGM and the next must not be longer than 15 months.
- 31 Notwithstanding clause 29, an AGM does not need to be held during the calendar year in which Bute Museum and Natural History Society is formed; but the first AGM must still be held within 15 months of the date on which Bute Museum and Natural History Society is formed.
- 32 The business of each AGM must include:-
- 32.1 a report by the Chair of the Trustees on the activities of Bute Museum and Natural History Society;
 - 32.2 consideration of the annual accounts of Bute Museum and Natural History Society;
 - 32.3 the election/re-election of Trustees,
 - 32.4 the appointment/re-appointment of an independent examiner or auditor (as required by legislation); and
 - 32.5 the election/re-election of committee members.

- 33 The Trustees may arrange a Special Members' meeting at any time.

Power to request the Trustees to arrange a Special Members' meeting

- 34 The Trustees must arrange a Special Members' meeting if they are requested to do so by a notice - which may take the form of one or more documents in the same terms, each signed by one or more Members or by at least 10 Members of Bute Museum and Natural History Society at the time, providing (i) the notice states the purposes for which the meeting is to be held; and (ii) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision. A minimum of 10 signatures is required in terms of this clause.
- 35 If the Trustees receive a notice under clause 34, 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.
- 36 No other business shall be transacted at a special Members' meeting than the matters set out in the notice referred to in clause 34. Such meetings may be held in person or virtually as deemed appropriate by the Trustees.

Notice of members' meetings

- 37 At least 14 clear days' notice must be given of any AGM or any Special Members' meeting.
- 38 The notice calling a Members' meeting must specify in general terms what business is to be dealt with at the meeting; and:-
- 38.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 38.2 in the case of any other resolution falling within clause 48, the requirement for two-thirds majority, must set out the exact terms of the resolution.
- 39 Notice of every Members' meeting must be given to all the Members of Bute Museum and Natural History Society, and to all the Trustees; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.
- 40 Any notice which requires to be given to a Member under this constitution must be:-
- 40.1 sent by post to the Member at their last known address according to the membership records or
 - 40.2 sent by e-mail to the Member or electronically by other means to their last known e-mail or electronic address.
 - 32.3 advertised by a suitably worded notice in the Buteman or local press.

Procedure at Members' meetings

- 41 No valid decisions can be taken at any Members' meeting unless a quorum is present. Any combination of in person or virtual presence will be deemed appropriate for the purpose of attendance at any such meeting.
- 42 The quorum for a Members' meeting is 10% of Members present in addition to the chairperson.

- 43 If a quorum is not present within 15 minutes after the time at which a Members' meeting was due to start - or if a quorum ceases to be present during a Members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business or remaining business which was intended to be conducted.
- 44 The Chair of Bute Museum and Natural History Society should act as chairperson of each Members' meeting.
- 45 If the Chair of Bute Museum and Natural History Society 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 Vice Chair shall act as chairperson of the meeting. If the Vice Chair is not present or willing to act, then the members present at the meeting must elect from among themselves a person who will act as chairperson of that meeting.

Voting at Members' meetings

- 46 Every Member has one vote, which whether on a show of hands or on a secret ballot must be given personally, except when attendance is virtual, in which case votes may be cast either by a show of hands or by verbal assent.
- 47 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 48.
- 48 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a Members' meeting:-
- 48.1 a resolution amending the constitution;
 - 48.2 a resolution expelling a person from membership under clause 28;
 - 48.3 a resolution under clause 65 recommending the removal of a Trustee from office
 - 48.4 a resolution directing the Board to take any particular step, or directing the Board not to take any particular step;
 - 48.5 a resolution approving the amalgamation with another SCIO or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation;
 - 48.6 a resolution to the effect that all of Bute Museum and Natural History Society's property, rights and liabilities should be transferred to another SCIO or agreeing to the transfer from another SCIO of all of its property, rights and liabilities;
 - 48.7 a resolution for the winding up or dissolution of Bute Museum and Natural History Society.
- 49 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second or casting vote.
- 50 A resolution put to the vote at a Members' meeting will be decided on a show of hands - unless the chairperson or at least two other individuals present at the meeting and entitled to vote ask for a secret ballot.
- 51 The chairperson will decide how any secret ballot is to be conducted, and will declare the result of the ballot at the meeting.
- 52 A resolution seeking to alter any previously passed resolution (the "Original Resolution") of the Members may not be put forward within six months of that Original Resolution being passed, unless it has the unanimous approval of the Trustees.

Written resolutions by members

- 53 A resolution agreed to in writing (or by e-mail) by or on behalf of all the Members will be as valid as if it had been passed at a Members' meeting; the date of the resolution will be taken to be the date on which the last Member agreed to it.

Minutes

- 54 The Trustees must ensure that proper minutes are kept in relation to all Annual and Extraordinary General meetings. (AGMs/EGMs)
- 55 Minutes of Members' meetings must include the names of those present and, so far as possible, should be signed by the chairperson of the meeting.

BOARD

Number of Trustees

- 56 The maximum number of Trustees is fourteen.
- 57 The minimum number of Trustees is five.

Eligibility

- 58 A person must be a Member to be eligible for election as a Trustee.
- 59 A person will not be eligible for election or appointment to the Board if he/she is:-
- 59.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 59.2 an employee of Bute Museum & Natural History Society.

Initial charity trustees

- 60 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of Bute Museum and Natural History Society shall be deemed to have been appointed by the Members as Trustees with effect from the date of incorporation of Bute Museum and Natural History Society. The provisions of clause 61 shall apply to their appointment and retiral and they shall therefore be required to stand down at the first AGM but shall be eligible for re-election.

Election, retiral, re-election

- 61 The Trustees of Bute Museum and Natural History Society shall consist of:-
- 61.1 the Chair, Vice Chair, Secretary and Treasurer;
 - 61.2 up to ten Members appointed by the Members at the Annual General Meeting; and
 - 61.3 up to three co-opted Trustees (who need not be Members), elected from time to time by a resolution of the Trustees because they have specific skills which would be useful to Bute Museum and Natural History Society.

- 61.4 The Chair and Vice Chair may each hold office for a maximum of two consecutive years, all of the other office-bearers and trustees shall each hold office for one year, but all the Trustees shall be eligible for re-election annually.
- 62 Nominations for appointment as a Trustee under clauses 61.1 and 61.2 shall be made by the Members and submitted in writing to the Secretary at least seven days prior to the date on which the next Annual General Meeting is to be held.
- 63 If no such nominations are received for appointment as a Trustee prior to the Annual General Meeting, then nominations made at the Annual General Meeting shall be valid.
- 64 Trustees appointed pursuant to clauses 61.1 and 61.2 shall be required to stand down at each Annual General Meeting other than the meeting at which they were appointed, and are eligible for re-election. Trustees co-opted in terms of clause 61.3 shall automatically become Members and shall not be required to pay any Annual Affiliation Fees but will also stand down at each Annual General Meeting; they too shall be eligible for re-election but automatically cease to be ex officio Members when they cease to be Trustees under those clauses.

Termination of office

- 65 A Trustee will automatically cease to hold office if:-
- 65.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 65.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 65.3 he/she becomes an employee of Bute Museum and Natural History Society;
 - 65.4 he/she ceases to be a Member;
 - 65.5 he/she gives Bute Museum and Natural History Society a notice of resignation, signed by him/her; or notice to the same effect sent by e-mail
 - 65.6 he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board;
 - 65.7 he/she is removed from office by resolution of the Trustees on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 65.8 he/she is removed from office by a resolution of the Members passed at a Members' meeting.
- 66 A resolution under clause 65.7 or 65.8 shall be valid only if:-
- 66.1 the Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 66.2 the Trustee 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
 - 66.3 in the case of a resolution under clause 65.7 or 65.8 at least two thirds (to the nearest round number) of the Trustees then in office or members vote in favour of the resolution.

Register of charity trustees

- 67 The Board must keep a Register of Trustees, setting out:-
- 67.1.1 for each current Trustee:-
 - 67.1.2 his/her full name and address;
 - 67.1.3 the date on which he/she was appointed as a Trustee;
 - 67.1.4 any office held by him/her in Bute Museum and Natural History Society; and
 - 67.2 for each former Trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:-
 - 67.2.1 the name of the Trustee;
 - 67.2.2 any office held by him/her in Bute Museum and Natural History Society; and
 - 67.2.3 the date on which he/she ceased to be a Trustee.
- 68 The Board must ensure that the Register of Trustees is updated within 28 days of any change:-
- 68.1 which arises from a resolution of the Trustees or a resolution passed by the Members of Bute Museum and Natural History Society; or
 - 68.2 which is notified to Bute Museum and Natural History Society.
- 69 If any person requests a copy of the Register of Trustees, the Trustees must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Trustee, the Trustees may provide a copy which has the addresses blanked out - if the Trustees are satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 70 At each AGM, the Members must elect a Chair, Vice Chair, Secretary and Treasurer.
- 71 Nominations for appointment as an officer shall be made by the Members and submitted in writing to the Secretary at least seven days prior to the date on which the next AGM is to be held.
- 72 If no such nominations are received for appointment as an officer prior to the AGM, then nominations made at the AGM shall be valid.
- 73 In addition to the office-bearers required under clause 70, the Trustees may elect further office-bearers they consider appropriate.
- 74 A person elected to any office will automatically cease to hold that office:-
- 74.1 if he/she ceases to be a Trustee; or
 - 74.2 if he/she gives to the secretary a notice of resignation from that office, signed by him/her, or sends the secretary an electronic message or e-mail in similar terms.

Powers of the Trustees

- 75 Except where this constitution states otherwise, Bute Museum and Natural History Society and its assets and operations will be managed by the Trustees; and they may exercise all the powers of Bute Museum and Natural History Society. The powers of the Trustees shall include, but shall not be limited to:-
- 75.1 determining the strategic direction of Bute Museum and Natural History Society and agreeing strategic plans and monitoring outcomes;
 - 75.2 the appointment of a suitably qualified professional Curatorial Advisor to advise the Board on the care and development of the Museum Collection in accordance with the approved Collection Policy;
 - 75.3 ensuring the Museum, its administration, financial accounting and Collection meet the standards required of the Accreditation Scheme for museums and galleries in the UK, or any successor Scheme;
 - 75.4 conserving, maintaining, repairing and restoring the Collection in so far as the financial resources of the Trustees and technology permit;
 - 75.5 securing appropriate funding and managing the financial affairs of Bute Museum and Natural History Society in line with constitutional and legal requirements;
 - 75.6 amending the conditions of membership and setting the Annual Membership Fees, subject to the approval of the Members at the AGM;
 - 75.7 considering any appeals from applicants who have not been accepted into membership;
 - 75.8 the power to suspend any Member where it believed any condition of membership has been breached or is liable to bring Bute Museum and Natural History Society into disrepute;
 - 75.9 oversight of the management of the Museum Endowment Fund.
- 76 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees. Such meetings may be in person, virtually or a combination of the two as deemed appropriate by the Trustees.
- 77 The Members may, by way of a resolution passed in compliance with clause 48 (requirement for two-thirds majority), direct the Trustees to take any particular step or direct them not to take any particular step; and the Trustees shall give effect to any such direction accordingly.

Trustees - general duties

- 78 Each of the Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of Bute Museum and Natural History Society; and, in particular, must:-
- 78.1 seek, in good faith, to ensure that Bute Museum and Natural History Society acts in a manner which is in accordance with its purposes;
 - 78.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 78.3 in circumstances giving rise to the possibility of a conflict of interest between Bute Museum and Natural History Society and any other party:-

- 78.3.1 put the interests of Bute Museum and Natural History Society before that of the other party;
 - 78.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to Bute Museum and Natural History Society and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question.
 - 78.4 ensure that Bute Museum and Natural History Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 79 In addition to the duties outlined in clause 78, all of the Trustees must take such steps as are reasonably practicable for the purpose of ensuring:-
- 79.1 that any breach of any of those duties by a Trustee is corrected by the Trustee concerned and not repeated; and
 - 79.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.
- 80 Provided he/she has declared his/her interest - and has not voted on the question of whether or not Bute Museum and Natural History Society should enter into the arrangement - a Trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 78 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 81 No Trustee may serve as an employee (full time or part time) of Bute Museum and Natural History Society; and no Trustee may be given any remuneration by Bute Museum and Natural History Society for carrying out his/her duties as a Trustee.
- 82 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.

DECISION-MAKING BY THE TRUSTEES

Notice of Board meetings

- 83 Any Trustee may call a meeting of the Board or ask the secretary to call a meeting of the Trustees.
- 84 There shall be at least four meetings of the Trustees every calendar year.
- 85 At least 7 days' notice must be given of each Trustees meeting, unless in the opinion of the person calling the meeting there is a degree of urgency which makes that inappropriate.

Procedure at Trustees meetings

- 86 No valid decisions can be taken at a Trustees meeting unless a quorum is present; the quorum for Trustees meetings is one third of the Trustees then appointed or four, whichever is the greater. Such meeting may be in person, or virtually, whichever means has been agreed by the Trustees.
- 87 If at any time the number of Trustees in office falls below the number stated clause 57, the remaining Trustee(s) will have power to fill the vacancies or call a Members' meeting - but will not be able to take any other valid decisions.

- 88 The Chair of Bute Museum and Natural History Society should act as chairperson of each Trustees meeting.
- 89 If the Chair of Bute Museum and Natural History Society 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 Vice-Chair shall act as chairperson of the meeting. If the Vice-Chair is not present or willing to act, then the trustees present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.
- 90 Every Trustee has one vote, which must be given personally.
- 91 All decisions at Trustees meetings will be made by majority vote.
- 92 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second or casting vote.
- 93 The Trustees may, at their discretion, allow any person to attend and speak at a Trustees meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 94 A Trustee must not vote at a Board meeting or at a meeting of a sub-committee on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts or may conflict with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 95 For the purposes of clause 94:-
- 95.1 an interest held by an individual who is “connected” with the Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Trustee;
 - 95.2 a Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of its management committee, officer or elected representative has an interest in that matter.

Minutes

- 96 The Trustees must ensure that proper minutes are kept in relation to all Trustees meetings and meetings of committees and sub-committees.
- 97 The minutes to be kept under clause 96 must include the names of those present; and so far as possible should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to Committees

- 98 The Board may delegate any of their powers to committees or establish committees as they consider necessary to administer the organisation. A committee must include at least one Trustee(s), but other members of a committee need not be Trustees. The membership, remit and procedural rules of each committee shall be determined by the Trustees. Each committee shall appoint one of their own members to act as chairperson of that committee. The Chair and Vice Chair of Bute Museum and Natural History Society shall be ex-officio members of any committee established in terms of this section.
- 99 The Board will establish two standing committees in terms section 98, namely the Bute Museum Committee and the Natural History Society Committee, whose duties will be to administer their branch of Bute Museum and Natural History Society in terms of Standing

Orders and any procedural rules determined by the Trustees for the administration of committees.

- 99.1 Committees may establish appropriate sub-committees which must operate in terms of the procedural rules laid down by the Board for the parent Committee.
- 100 The Trustees may also delegate to the Chair or the holder of any other post such of their powers as they may consider appropriate.
- 101 When delegating powers under clause 98, 99 and 100, the Trustees must set out appropriate conditions which must include an obligation to report regularly to the Board.
- 102 Any delegation of powers under clause 98, 99 and 100 may be revoked or altered by the Trustees at any time.

Operation of accounts

- 103 Subject to clause 105 in relation to all operations (other than the lodging of funds) on the bank or any other accounts held by Bute Museum and Natural History Society, the following provisions shall apply:-

103.1 any transaction with a value of more than £500 shall be authorised by the Treasurer(s) and one other authorised signatory or two authorised signatories in event of the Treasurer's absence.

103.2 any transaction with a value of £500 or less may be authorised by the Treasurer(s), or in his/her absence an authorised signatory.

103.3 the Trustees will have the power to vary the amounts in clauses 103.1 & 103.2 to reflect current financial values and to take account of inflation.

Accounting records and annual accounts

- 104 The financial year of Bute Museum & Natural History Society shall run from 1st January to 31st December, or such other date as the Trustees may from time to time decide.
- 105 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 106 The Board must prepare annual accounts, complying with all relevant statutory requirements; and shall have these annual accounts independently examined or audited as required under any statutory provisions in force from time to time.

MISCELLANEOUS

Winding-up

- 107 If Bute Museum and Natural History Society 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 Charities and Trustee Investment (Scotland) Act 2005. The Trustees shall satisfy their debts and liabilities firstly from the Trust Fund and sale of the property known as Bute Museum. Secondly in the event of there still being insufficient funds, by the sale of a minimal number of items from the Collection sufficient to meet the unsatisfied debts or liabilities. Items of national importance would be safeguarded and only be sold as a matter of last resort. However any items shared or on loan from the National Museums Scotland, any other museum, organisation or individual, will be immediately returned to the NMS on dissolution or winding up and cannot be sold to meet unsatisfied debts or liabilities

- 108 Following satisfaction of any debts or liabilities any surplus assets and Collection available to Bute Museum and Natural History Society must be transferred to the authority responsible for National Museum Scotland for purposes the same or similar to the purposes of Bute Museum and Natural History Society, with full powers;
- 108.1 For utilisation as a complete display within that Museum
 - 108.2 For integration into their own Collection
 - 108.3 For transfer to another accredited museum controlled by a charity or local authority whose purposes are the same as, or that closely resemble, the purposes of Bute Museum and Natural History Society as set out in this constitution.
 - 108.4 To utilise any residual Trust funding to meet or facilitate the costs of above, or hold and add to their existing maintenance and development funds.

Alterations to the constitution

- 109 This constitution may be altered by resolution of the members passed at a members' meeting subject to achieving the two thirds majority referred to in clause 48 or by way of a written resolution of all the members.
- 110 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the OSCR.

Interpretation

- 111 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:-
- 111.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 111.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 111.1 above.
- 112 In this constitution:-
- 112.1 "**charity**" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - 112.2 "**charitable**" and "**charitable purpose**" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 112.3 "**Conversion**" means the date on which Bute Museum and Buteshire Natural History Society, the trust and unincorporated association, are converted to Bute Museum & Natural History Society the SCIO;
 - 112.4 "**Trustee**" means a trustee of Bute Museum and Natural History Society from time to time;
 - 112.5 "**Member**" means a member of Bute Museum and Natural History Society from time to time;

- 112.6 **"OSCR"** means the Office of the Scottish Charity Regulator;
- 112.7 **"property"** means any property, heritable or moveable, real or personal, ` wherever situated, and
- 112.8 **"Collection"** means accessioned items in the legal ownership of the Bute Museum and Natural History Society.