



**CONSTITUTION**  
of  
**MORAY FIRTH COASTAL PARTNERSHIP**

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## **GENERAL**

### **Type of organisation**

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

### **Scottish principal office**

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

### **Name**

- 3 The name of the organisation is “Moray Firth Coastal Partnership”, generally referred to as “MFCP”.

### **Purposes**

- 4 The Partnership is established for the benefit of the local communities living or working around the Moray Firth, to promote the wise and sustainable use and conservation of the resources of the Moray Firth, and, where it has an impact on the foregoing, the land surrounding the Moray Firth.

The “Moray Firth” is taken to include the coastal and marine area of the Moray Firth that lies between Duncansby Head (Caithness) to Fraserburgh and the landward areas where it has impact on the Moray Firth.

- 4.1 To achieve this Purpose, MFCP aims to
  - 4.1.1 Establish and maintain links with local, national and international individuals, groups, communities and business that have an interest in the Moray Firth;
  - 4.1.2 Ensure effective exchange of information, acting as a resource and as a consultative mechanism;
  - 4.1.3 Ensure and enable participation & collaboration with stakeholders, to inform and contribute to an integrated management strategy for the long-term sustainability of the Moray Firth;
  - 4.1.4 Provide support, guidance and facilitation to stakeholders in furtherance of the long-term sustainability of the Moray Firth;
  - 4.1.5 Maintain oversight of activities in the Moray Firth, identifying need and facilitating and or leading in the provision of sustainable solutions;
  - 4.1.6 Promote education to extend awareness and understanding and stewardship of the Moray Firth.

## **Powers**

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of MFCP may be paid or transferred (directly or indirectly) to the members - either in the course of MFCP's existence or on dissolution - except where this is done in direct furtherance of MFCP's charitable purposes.

## **Liability of members**

- 7 The members of MFCP have no liability to pay any sums to help to meet the debts (or other liabilities) of MFCP if it is wound up; accordingly, if MFCP is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity 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 MFCP consists of:-
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under this Constitution; in particular, the members appoint people 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 MFCP; for example, the Board is responsible for monitoring and controlling the financial position of MFCP.
- 10 The people serving on the Board are referred to in this Constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

- 11 Membership is open to any individual aged 16 or over, group or organisation, who have a connection and interest in the Moray Firth, without distinction of sex, race, age or of political, religious or other opinion. Membership categories may be proposed from time to time by the Board and voted on at the Annual General Meeting.
- 12 Employees of MFCP are not eligible for membership.

## **Application for membership**

- 13 Any person, group or organisation who wishes to become a member must provide a written request for membership; the application will then be considered by the Board at its next meeting. Existing MFCP members will automatically become members of MFCP as a SCIO and will be advised of this.
- 14 The Board may, at its discretion, refuse to admit any person, group or organisation to membership.
- 15 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

## **Membership subscription**

- 16 At least initially no membership subscription fee is intended. Subscription rates and terms of payment may in the future be proposed by the Board and shall be voted on at an Annual General Meeting.

## **Register of members**

- 17 The Board must keep a register of members, setting out
  - 17.1 for each current member:
    - 17.1.1 their full name and address; and
    - 17.1.2 the date on which they were registered as a member of MFCP;
  - 17.2 for each former member - for at least six years from the date on which they ceased to be a member:
    - 17.2.1 their name; and
    - 17.2.2 the date on which they ceased to be a member.
- 18 The Board must ensure that the register of members is updated within 28 days of any change:
  - 18.1 which arises from a resolution of the Board or a resolution passed by the members of MFCP; or
  - 18.2 which is notified to MFCP at the contact details provided for this purpose.
- 19 If a member or charity trustee of MFCP requests a copy of the register of members, the Board 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 (rather than a charity trustee), the Board may provide a copy which has the addresses blanked out.

### **Withdrawal from membership**

- 20 Any person who wants to withdraw from membership must give a written notice of withdrawal to MFCP, signed by them; they will cease to be a member as from the time when the notice is received by MFCP.

### **Transfer of membership**

- 21 Membership of MFCP may not be transferred by a member.

### **Re-registration of members**

- 22 The Board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of MFCP, and allowing them a period of not less than 28 days to provide that confirmation to MFCP.
- 23 If a member fails to provide confirmation to MFCP (in writing or by e-mail) that they wish to remain as a member of MFCP before the expiry of the period referred to in clause 22, the Board may expel them from membership.
- 24 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the stated period.

### **Expulsion from membership**

- 25 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-
- 25.1 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;
- 25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

### **Termination**

- 26 Membership of MFCP will terminate on death of an individual, or on any form of cessation of trading or operation of any group or organisation.

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

### **Members' meetings**

- 27 The Board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 28 The gap between one AGM and the next must not be longer than 15 months.
- 29 Notwithstanding clause 27, an AGM does not need to be held during the calendar year in which MFCP is formed as a SCIO; but the first AGM must

still be held within 15 months of the date on which MFCP is formed as a SCIO.

30 The business of each AGM must include:-

30.1 a report by the Chair on the activities of MFCP;

30.2 consideration of the annual accounts of MFCP;

30.3 the election/re-election of charity trustees, as referred to in clauses 59 to 62.

31 The Board may arrange a special members' meeting at any time.

### **Power to request the Board to arrange a special members' meeting**

32 The Board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 5% or more of the total membership of MFCP at the time, providing:

32.1 the notice states the purposes for which the meeting is to be held; and

32.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

33 If the Board receive a notice under clause 32, 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 members' meetings**

34 At least 14 clear days' notice must be given of any AGM or any special members' meeting.

35 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

35.1 in the case of a resolution to alter the Constitution, must set out the exact terms of the proposed alteration(s); or

35.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

36 The reference to "clear days" in clause 34 shall be taken to mean that, in calculating the period of notice,

36.1 the day the notices are posted (or sent by e-mail) should be excluded; and

36.2 the day of the meeting itself should also be excluded.

- 37 Notice of every members' meeting must be given to all the members of MFCP, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 38 Any notice which requires to be given to a member under this Constitution must be: -
- 38.1 sent by post to the member, at the address last notified by them to MFCP; *or*
- 38.2 sent by e-mail or other personal message system to the member, at the address last notified by them to MFCP.

### **Procedure at members' meetings**

- 39 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 40 The quorum for a members' meeting is 10 (ten) members or 10% of the membership total, whichever is less, present in person, on the phone or by video facility.
- 41 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.
- 42 The Chair of MFCP should act as Chairperson of each members' meeting.
- 43 If the Chair of MFCP 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 charity trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

### **Voting at members' meetings**

- 44 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 44.1 A member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting:
- 44.1.1 must give or send by electronic means to MFCP, at the details notified to the members for that purpose, a proxy form in such terms as the Board requires; and
- 44.1.2 the proxy form is received by MFCP at the relevant contact details not less than 48 hours before the time for holding the members' meeting.

- 44.2 An instrument of proxy which does not comply with the provisions of clause 44, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 44.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 44.4 A proxy need not be a member of MFCP.
- 44.5 Subject to clause 44.6 in relation to each resolution proposed at a members' meeting an individual shall not be entitled to cast more than 6 votes as a proxy (in addition to any vote to which he/she is entitled personally, if he/she is a member of MFCP).
- 44.6 Where members have appointed a member of the Board to vote as their proxy and have directed that member of the Board through wording on the proxy form on whether he/she should vote on their behalf in a particular manner on each resolution, the provisions of clause 44.5 shall not apply in relation to that member of the Board in acting as proxy for those members.
- 44.7 A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 45 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 46.
- 46 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 (or if passed by way of a written resolution under clause 50):
  - 46.1 a resolution amending the Constitution;
  - 46.2 a resolution expelling a person, group or organisation from membership under clause 25;
  - 46.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
  - 46.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
  - 46.5 a resolution to the effect that all of MFCP'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);
  - 46.6 a resolution for the winding up or dissolution of MFCP.
- 47 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.



- 48 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 members present at the meeting) ask for a secret ballot.
- 49 The Chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

### **Written resolutions by members**

- 50 A resolution agreed to in writing (or by e-mail) by 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**

- 51 The Board must ensure that proper Minutes are kept in relation to all members' meetings.
- 52 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.
- 53 The Board shall make available copies of the Minutes referred to in clause 51 to any member of the public requesting them; but on the basis that the Board may exclude confidential material to the extent permitted under clause 99.

## **BOARD**

### **Number of charity trustees**

- 54 The maximum number of charity trustees is 10 (ten), out of which:
- 54.1 no more than 3 (three) shall be charity trustees who were appointed under clause 60; and
  - 54.2 no more than 3 (three) shall be charity trustees who were co-opted under the provisions of clauses 63 and 64.
- 55 The minimum number of charity trustees is 3 (three).

### **Eligibility**

- 56 A person shall not be eligible for election/appointment to the board under clauses 58 to 61 unless they are a member of the organisation; a person appointed to the board under clause 63 need not, however, be a member of the organisation.
- 57 A person will not be eligible for election or appointment to the board if they are: -
- 57.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 57.2 an employee of the organisation.

### **Initial charity trustees**

- 58 The individuals who signed the charity trustee declaration forms which accompanied the application for MFCP to become a SCIO shall be deemed to have been appointed by the members as charity trustees with effect from the date of MFCP becoming a SCIO.

### **Election, retirement, re-election**

- 59 At each AGM, the members may elect any member (unless they are debarred from membership under clause 57) to be a charity trustee. Any nomination for election should be advised to MFCP at the contact details given for the purpose not less than 48 hours before the appointed time of the AGM.
- 60 The Board may at any time appoint any member (subject to clause 54, and providing they are not debarred from membership under clause 57) to be a charity trustee.
- 61 At each AGM, all of the charity trustees elected/appointed under clauses 59 and 60 (and, in the case of the first AGM, those deemed to have been appointed under clause 58) shall retire from office – but shall then be eligible for re-election under clause 59.
- 62 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 62.1 they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
  - 62.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 62.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Appointment/re-appointment of co-opted charity trustees**

- 63 In addition to their powers under clause 60, the Board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 54, and providing they are not debarred from membership under clause 57) on the basis that they have specialist experience and/or skills which could be of assistance to the Board.
- 64 At each AGM, all of the charity trustees appointed under clause 63 shall retire from office – but shall then be eligible for re-appointment under that clause.

### **Termination of office**

- 65 A charity trustee will automatically cease to hold office if: -
- 65.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 65.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
  - 65.3 (in the case of a charity trustee elected/appointed under clauses 58 to 62) they cease to be a member of the organisation;
  - 65.4 they become an employee of the organisation;
  - 65.5 they give the Board at the time a notice of resignation, signed by them;
  - 65.6 they are absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove them from office;
  - 65.7 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 82);
  - 65.8 they are removed from office by resolution of the Board 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 Charities and Trustee Investment (Scotland) Act 2005; or
  - 65.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 66 A resolution under paragraph 65.7, 65.8 or 65.9 shall be valid only if: -
- 66.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
  - 66.2 the charity 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 paragraph 65.7 or 65.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

### **Register of charity trustees**

- 67 The Board must keep a register of charity trustees, setting out
- 67.1 for each current charity trustee:
    - 67.1.1 their full name and address;
    - 67.1.2 the date on which they were appointed as a charity trustee; and
    - 67.1.3 any office held by them in MFCP;

- 67.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 67.2.1 the name of the charity trustee;
  - 67.2.2 any office held by them in MFCP; and
  - 67.2.3 the date on which they ceased to be a charity trustee.
- 68 The Board must ensure that the register of charity trustees is updated within 28 days of any change:
- 68.1 which arises from a resolution of the Board or a resolution passed by the members of MFCP; or
  - 68.2 which is notified to MFCP.
- 69 If any person requests a copy of the register of charity trustees, the Board 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 charity trustee of the organisation, the Board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### **Office-bearers**

- 70 The charity trustees must elect (from among themselves) a Chair and a Treasurer. These positions may be rotated on a periodic basis to allow for personal commitments of individual charity trustees and to permit a fair spread of work load.
- 71 In addition to the office-bearers under clause 70, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate for the efficient working of the Board. If the Board consider appropriate some or all of the duties of a Secretary may be carried out by an employee.
- 72 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 70 or 71.
- 73 A person elected to any office will automatically cease to hold that office: -
- 73.1 if they cease to be a charity trustee; *or*
  - 73.2 if they give to the organisation a notice of resignation from that office, signed by them.

## **Powers of board**

- 74 Except where this Constitution states otherwise, MFCP (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the organisation.
- 75 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the board.
- 76 The members may, by way of a resolution passed in compliance with clause 46 (requirement for two-thirds majority), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.

## **Charity trustees - general duties**

- 77 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of MFCP; and, in particular, must:-
- 77.1 seek, in good faith, to ensure that MFCP acts in a manner which is in accordance with its purposes;
  - 77.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 77.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 77.3.1 put the interests of MFCP before that of the other party;
    - 77.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to MFCP and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
  - 77.4 ensure that MFCP complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 78 In addition to the duties outlined in clause 77, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 78.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 78.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 79 Provided they have declared their interest - and have not voted on the question of whether or not MFCP should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 80 and to the provisions relating to remuneration for services

contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

- 80 No charity trustee may serve as an employee (full time or part time) of MFCP; and no charity trustee may be given any remuneration by MFCP for carrying out their duties as a charity trustee.
- 81 The charity 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.

### **Code of conduct for charity trustees**

- 82 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 83 The code of conduct referred to in clause 82 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this Constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; 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 CHARITY TRUSTEES**

### **Notice of Board meetings**

- 84 Any charity trustee may call a meeting of the Board *or* ask the Secretary to call a meeting of the Board.
- 85 At least 5 clear days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

### **Procedure at Board meetings**

- 86 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for board meetings is 3 (three) charity trustees, present in person, on the phone or by video facilities.
- 87 If at any time the number of charity trustees in the Board meeting falls below the number stated as the quorum in clause 86, the remaining charity 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 the organisation should act as Chairperson of each Board meeting.
- 89 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 charity

trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

- 90 Every charity trustee has one vote, which must be given personally.
- 91 All decisions at Board 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 (casting) vote.
- 93 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 94 A charity 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 they have a personal interest or duty which conflicts (or may conflict) with the interests of MFCP; they 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 charity 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 charity trustee;
- 95.2 a charity trustee will 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 management committee, officer or elected representative has an interest in that matter.

## **Minutes**

- 96 The Board must ensure that proper Minutes are kept in relation to all Board meetings and meetings of 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.
- 98 The Board shall (subject to clause 99) make available copies of the Minutes referred to in clause 96 to any member of the public requesting them.
- 99 The Board may exclude from any copy Minutes made available to a member of the public under clause 98 any material which the Board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of MFCP or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 100 The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 101 The Board may also delegate to the Chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 102 When delegating powers under clause 100 or 101, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 103 Any delegation of powers under clause 100 or 101 may be revoked or altered by the Board at any time.
- 104 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

### **Operation of accounts**

- 105 Subject to clause 106, the Board should define authorisation levels for payments being made by MFCP, which may include day to day operational costs to an appropriate limit to be set by the Board, to be delegated to an employee; but for other amounts or types of payment, to be defined from time to time by the Board, signatures or prior approval of one or two charity trustees will be required for any payments made by or on behalf of MFCP.
- 106 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 105.

### **Accounting records and annual accounts**

- 107 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 108 The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Winding-up**

- 109 If MFCP 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.



- 110 Any surplus assets available to MFCP immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of MFCP as set out in this constitution.

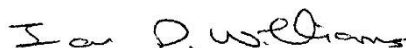
### **Alterations to the Constitution**

- 111 This Constitution may (subject to clause 112) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 46) or by way of a written resolution of the members.
- 112 The Charities and Trustee Investment (Scotland) Act 2005 prohibits 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).

### **Interpretation**

- 113 References in this Constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 113.1 any statutory provision which adds to, modifies or replaces that Act; and
- 113.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 113.1 above.
- 114 In this Constitution: -
- 114.1 "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 2011, providing (in either case) that its objects are limited to charitable purposes;
- 114.2 "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.

Signed by one of the trustees on behalf of all:



Ian Williams 29<sup>th</sup> July 2020

END

Clause 11 of the MFCP Constitution provides the “qualifications” for membership. Membership is open to anyone, aged 16 or over, a group or organisation, “who have a connection and interest in the Moray Firth”.

Each new applicant is reviewed at the next Board meeting (CI 13), and after discussion, the Board and members at the 2021 AGM finalised what constitutes “a connection and interest”, ie eligible to be a “Friend of the Firth”:

- a) anyone living, or owning a business or property, in the following Moray Firth coastal postcodes: KW1, 2, 5, 6, 7, 8, 9, 10; IV1, 2, 3, 4, 5 (east), 6, 7, 9, 11, 12, 15, 16, 17, 18, 19, 20, 24, 25, 30, 31, 32, 36; AB43, 44, 45, 56;
- b) being (part) owner of a company that conducts all or regular business in those coastal postcodes or in, on or above the Moray Firth itself, or being an employee of such a company or organisation and being regularly involved in the Moray Firth element of that business;
- c) being a Trustee or Director of such a company or organisation;
- d) being a Trustee or Director of a governmental (national, local or quasi-) organisation that is involved in creating policy that affects any part of those Moray Firth coastal postcodes or sea area, or an employee, student or volunteer of such an organisation and regularly involved in the Moray Firth element of that organisation;
- e) that frequently engages in leisure activities in, on or above the Moray Firth;
- f) any other substantive “connection and interest” in the Moray Firth.

For clarity the following are not considered to constitute “a connection and interest”:

- infrequent holidaying on or around the Moray Firth;
- having a relative on or around the Moray Firth that meets the above criteria, but the applicant lacks substantive ‘connection and interest’ in the Moray Firth;
- “likes” the Moray Firth but lacks substantive ‘connection and interest’ in the Moray Firth.