

KINLOCH CASTLE FRIENDS ASSOCIATION CONSTITUTION

June 2013- review date March 2015 Reviewed March 2021

Article 1 - Name

The name of the Association shall be Kinloch Castle Friends Association (hereinafter referred to in this Constitution as the Association).

Article 2 - Purposes

The purpose of the Association is, for the benefit of the public and the wider community, to advance education and restore, preserve and improve Kinloch Castle (situated at Kinloch on the Isle of Rum) and policies including its furnishings and fitments.

In furtherance of the above, but not otherwise, the Association shall –

- Work in partnership with NatureScot, as custodians of the Isle of Rum, the Rum Community, individuals and organisations
- Obtain funding to carry out the restoration and preservation work
- Support the preservation of the collection of objets d'art from around the world, furnishings of the time plus original fitments
- Initiate ownership, co-ownership or co-management strategies to work for the restoration, resilience and regeneration of the castle and policies

Article 3 - Officers

The Officers of the Association shall be full members of the Association, and shall consist of a Chairman, Honorary Secretary, and Honorary Treasurer. Officers shall be elected at the Annual General Meeting, and shall hold office for three years, retiring at the termination of the Annual General Meeting at which their Office expires. All Officers of the Association shall be eligible for re-election.

(A) Duties of the Chairman

The Chairman shall:-

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1. Promote the work and aims of the Association to members, the local Rum community, and the public in general. He will be responsible for the management of the Association, supported by elected Office Bearers.

(B) Duties of Secretaries etc.

The Secretary shall:-

1. Conduct the correspondence of the Association.
2. Keep custody of all Association documents.
3. Keep full minutes of all Committee meetings, and any Sub-committees which shall be confirmed and seconded upon the agreement of 2 Committee members.
4. Seek legal advice as necessary to ensure that the Association's affairs are managed in accordance with current law.
5. Maintain any such certificates or registrations, and complete any such non-financial returns as may be required by law.

(C) Duties of Treasurer etc.

The Treasurer shall:-

1. Cause such books of account to be kept as are necessary to give a true and fair view of the state of finances of the Association.
2. Cause all returns as may be required by law in relation to such accounts to be rendered at the due time.
3. Prepare an Annual Balance Sheet as at 31 March in each year and cause such balance sheet (and accounts as necessary) to be examined annually by someone independent of the management and administration of the charity and shall thereafter cause the balance sheet , and independent report, to be tabled at the Annual General Meeting.
4. Keep a register of Association member's names and addresses.
5. The Secretary can also be the Treasurer.

(D) Powers.

The Association shall have such powers, as it shall deem necessary for the proper furtherance of its purposes, provided that :-

1. The Association shall not be operated for profit.
2. The income and property of the Association shall be applied towards the promotion of its purposes.
3. No part of the Association's net income or property shall be paid or transferred to any member of the Association save that any members of the Association shall be entitled to receive reasonable expenses in furthering the purposes of the Association, provided that such expenses shall have received the sanction of the Committee.

Article 4 - Members

Members of the Association shall be all fully paid up members. Membership is individual (family membership will be counted as two individuals), and the rights and privileges of membership of the

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Association shall not be transferable.

All members shall be full members with power to vote at all meetings of the Association.

The rate of subscription fee for membership shall be proposed by the Committee to the members at the Annual General Meeting in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote, and shall become operative on the first day of July, in the year following. The current rate of Subscription fee shall be readily available.

Every member shall furnish the appropriate person appointed by the committee with an up to date address, which shall be recorded in the Register of Members, and any notice sent to such address shall be deemed to have been duly delivered.

An application for membership shall be in the form from time to time prescribed by the Committee, and shall include the name and address of the candidate.

Upon receipt of an application for membership and the appropriate subscription, the person appointed by the committee shall acknowledge receipt and write to the candidate offering them membership of the Association.

The Committee may cancel without notice given, the membership of any member whose annual subscription, and other annual fees are more than two months in arrears, provided that the Committee may at its discretion, re-instate such member upon payment of arrears. No member whose annual payment is more than two months in arrears may vote at any meeting. Members may invite guests to participate in Association work parties. Guests are responsible for any expenses they incur in attending and for their own health and safety.

Code of Conduct:

Every member is deemed to have notice of, and impliedly undertakes to comply with the Association rules, and the current Regulations of the Association. Any refusal or neglect to do so, or any conduct which in the opinion of the Committee, is either unworthy of a member, or otherwise injurious to the interests of the Association, shall render a member liable to expulsion by the Committee: provided that, before expelling a member, the Committee shall call upon such member for a written explanation of their conduct, and shall give said member full opportunity of making explanation to the Committee, or of resigning.

A Resolution to expel a member shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution. Before being actioned the resolution must be approved by the whole committee of the Association.

Complaints of any nature relating to the management of the Association shall be addressed in writing to the Secretary.

Article 5 - Register of Members.

The Register of Members shall be maintained on one central database held by the appropriate person of the Association as nominated by the Committee.

Article 6 - Limitation of Association Liability

Members are bound by the following Rule:-

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Members of the Association may use the facilities of Kinloch Castle, and its policies entirely at their own risk, subject to the approval of the Castle owners, NatureScot, their successors, agents or employees and impliedly accept:-

1. The Association will not accept any liability for any damage to, or loss of property belonging to members or their guests.
2. The Association will not accept any liability for personal injury arising out of attendance at Association work parties, or any other Association activity at Kinloch Castle or elsewhere on the Isle of Rum, either sustained by members or their guests, or caused by said members or guests, whether or not such damage or injury could have been attributed to, or was occasioned by the neglect, default, or negligence of any of them, the Officers, Committee, or servants of the Association.
3. The Association does not take responsibility for any publications pertaining to Kinloch Castle or the Island of Rum, by any Association member who is not an elected officer, or acting on behalf of said officer.

Membership of the Association and acceptance of these rules by the member will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act, 1998.

Article 7 - Committee

The Committee shall consist of the Officers (which includes the Chairman, Honorary Secretary, and Honorary Treasurer), and not less than three nor more than five full members of the Association, elected at the Annual General Meeting, every third year to hold office until the termination of the third following Annual General Meeting.

Each Committee Member is expected to make reasonable efforts to attend at least one meeting in the course of the Association year.

The Committee will have the power to co-opt additional Members as necessary, who will not have voting powers.

Candidates for election to the Committee (not being Officers of the Association) shall be fully paid up members of the Association whose nominations (duly proposed and seconded in writing by fully paid up members of the Association) with their consent have been received by the Secretary at least fourteen days before the date of the appropriate Annual General Meeting. Such nominations, together with the names of the Proposer and Secunder shall be tabled at the Annual General Meeting.

If the number or candidates for election is greater than the number of vacancies to be filled, then there shall be a ballot. The ballot shall be by means of a show of hands of those present at the Annual General Meeting.

If the number of candidates for election is equal to, or less than the number of vacancies to be filled then all candidates shall be deemed to be elected if a majority of those present at the Annual General meeting, vote in favour of such election.

In the event of the ballot failing to determine the members of the Committee because of an equality of votes, the candidate, or candidates to be elected from those having an equal number of votes shall be determined by lot.

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If for any reason, a casual vacancy shall occur, the Committee may co-opt a fully paid up member to fill such a vacancy until the next following Annual General Meeting.

A retiring chair shall serve as an ex-officio member of the Committee in the year immediately following their retirement.

The Committee shall meet at least once during each working party visit to Kinloch Castle, The Chair, or in his/her absence, the Secretary shall preside.

Voting in the Committee (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the Committee; if a case of equality of votes arises, the Chair shall have a second and casting vote.

Three members personally present may form a quorum at a meeting of the Committee, provided that at least two of them are Officers. At least one member of the Committee should be permanently domiciled in Scotland.

Powers of the Committee:

The Committee shall manage the affairs of the Association according to the Rules and shall cause the funds of the Association to be applied solely to the objects of the Association, or for a benevolent or charitable purpose nominated by the General Meeting.

The Committee shall make such Regulations as it shall from time to time think fit. Such Regulations shall remain in force until approved or set aside by a vote of the General Meeting of the Association.

The Committee may appoint such sub-committees as it may deem necessary, and may delegate such of its powers as it may think fit. Officers of the Association shall be ex officio members of all such sub-committees.

A member of the Committee or a sub-committee or any officer of the Association, in transacting business for the Association, shall disclose to third parties that they are so acting.

The Committee, or any person or sub-committee delegated by the Committee to act as agent for the Association or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of the membership.

In pursuance of the authority vested in the Committee by members of the Association, members of the Committee are entitled to be indemnified by the members of the Association against any liabilities properly incurred by them or anyone of them on behalf of the Association wherever the contract is of a duly authorised nature, and entered into on behalf of the Association.

The limit of any individual member's indemnity in this respect shall be a sum equal to one year's subscription at the then current rate for that category of membership unless the Committee has been authorised to exceed such limit by a General Meeting of the Association. -

The Committee may nominate for election at an Annual General Meeting such Honorary Members as the Committee may think fit. The total of such Honorary members shall not however at any time,

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exceed five per cent of the total number of members, nor shall the number of Honorary Members exceed at any one time six in number.

Article 8 Finance

All monies raised by or on behalf of the Association shall be supplied to further the objects of the Association, and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association and fees to professional and technical advisors.

The accounts shall be audited at least once a year by an auditor, or examined and certified by a capable independent person.

Article 9 - Meetings of the Association

An Annual General Meeting of the Association shall be held at a suitable time each year, the precise date to be fixed by the Committee. The Secretary shall at least fourteen days before the date of such meeting, or of any General Meeting, as hereinafter mentioned post or deliver to each member, notice thereof, and of the business to be brought forward thereat.

No business, except the passing of the accounts and the election of the Officers and Committee, as necessary, and any business that the Committee may order to be inserted in the notice convening the meeting, shall be discussed at said meeting, unless notice thereof be given in writing by a member entitled to vote, to the Secretary so that he receives it at least twenty days before the date of the Annual General Meeting. Provided that fully paid up members present shall be able to raise appropriate matters under "any other competent business".

The Committee may during any of the Work Party visits to Kinloch Castle, upon giving twenty-one prior days' notice in writing, call a General Meeting of the Association for any special business, the nature of which shall be stated in the summons convening the meeting, and the discussion at such meeting shall be confined to the business stated in the notice sent to members.

The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least 25% of all members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.

At every meeting of the Association, the Chair, or in their absence, a Chair elected by those present shall preside.

Ten members entitled to vote, and personally present, shall form a quorum at any meeting of the Association.

Only fully paid up members shall vote at any meeting of the Association. Other members may attend, but are not entitled to vote.

Voting shall be by show of hands.

In the case of an equality of votes the Chair shall have a second, or casting vote on any matter other than the election of members of the Committee.

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On any resolution properly put to a meeting of the Association relating to the creation, repeal, or amendment of any Rule or Regulation of the Association, such Rule or Regulation shall not be created, repealed, or amended, except by a majority vote of at least two-thirds of those present, and entitled to vote.

Article 10 Alterations

A resolution to alter this Constitution shall not be valid unless (a) two thirds of the votes cast in relation to the resolution at a General Meeting of the Association (whether annual or special) are in favour, and (b) notice (setting out the terms of the proposed alteration) shall have been given to the members not less than 21 clear days before the meeting at which the alteration was proposed. No alteration shall be made which would have the effect of causing the Association to cease to be recognised by OSCR as a charity.

Article 11 - Dissolution of the Association.

If, upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but may in whole or part be given or transferred to any of the following:- (i) funds held by NatureScot or their successors as owners of Kinloch Castle, solely for the restoration, and preservation of the Castle, and contents and policies (ii) any organisation subsequently set up with the sole aim of ensuring the restoration and preservation of Kinloch Castle, and its contents and policies (iii) the National Museum for Scotland to finance a public display of Bullough treasures from Kinloch Castle, already in their possession. Or (iv) a suitable repository for archives.