

Constitution of the Scottish Wildcat Association

Preamble;

1. The future of the indigenous Scottish wildcat (*Felis silvestris grampia*) in Scotland is critically threatened by persecution and hybridisation with domestic cats. It is estimated that less than 400 pure individuals remain in the wild (2004 figures).

2. Wildcats are a unique and exceptional predator with substantial benefits for biodiversity, tourism, agriculture and land conservation making them a source of social, environmental and economic wealth for the entire country of Scotland and the rest of mainland Britain.

3. Many people, concerned for the future of Scottish wildcats, wish to help shape their future. The purpose of the Scottish Wildcat Association (the "Association") is to allow them to take a hand in shaping that future. The Association shall provide a means to enable those people, from near and far, to contribute their knowledge, energy and skills to the conservation and welfare of the Scottish wildcat and to the understanding and enjoyment of it by the general public.

Objects;

4. The Association is dedicated to advancing the conservation and welfare of the Scottish wildcat and in furtherance thereof may participate in one or more of the following activities;

- a) conserve, enhance and sustain the population of wildcats in Scotland through support of the captive breeding program and the Scottish Wildcat Studbook ("the Studbook") and by any other methods which may arise;
- b) act as advocates for the wildcat, providing information and education and creating and promoting opportunities to enhance public and commercial awareness, understanding and appreciation of wildcats;
- c) support legislation furthering the protection of the wildcat or of the habitats or prey species on which it depends;
- d) support research furthering scientific knowledge and understanding of the wildcat that can support the development of practical and effective solutions for the ongoing conservation of wildcats;
- e) conserve, enhance and sustain suitable habitats and reserves for wildcats in Scotland;

Powers;

5. To achieve these objects the Executive Committee may exercise the following powers:

- a) Power to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- b) Power to maintain and operate the Studbook;

- c) Power to breed captive Scottish wildcats in association with the Studbook and subject to such laws as are locally applicable (such as licencing and insurance);
- d) Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- e) Power to co-operate with and financially contribute to and receive funds from other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or of similar charitable purposes and to exchange information and advice with them and to take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
- f) Power to publicise the work of the Association and any other matter relevant to the furtherance of the objects;
- g) Power to lobby any organisation regarding any matters relevant to the furtherance of the objects;
- h) Power to report points of concern for Scottish wildcats, or to report wildlife crimes, to the relevant statutory organisation;
- i) Power to organise trips, outings and other group activities for members;
- j) Power to pay expenses and to pay for arrangement, preparation and examination of annual accounts and other such statutory requirements;
- k) Power to employ persons including a Studbook keeper, wildcat keepers and other persons to supervise and administer them, 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;
- l) Power to do all such other lawful things as are necessary for the achievement of the objects;
- m) Power to sell, hire out, let, license, or otherwise dispose of all or any part of the property or rights of the Association;
- n) Power to borrow money, and to give security in support of any such borrowings of the Association;
- o) Power to engage consultants and advisers as are considered appropriate from time to time;
- p) Power to effect insurance of all kinds (which may include officers' liability insurance);
- q) Power 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 any or vary such investments);

Legal status/Structure

6.1 The Association is a not for profit organisation, and profits made or interest earned by the Association will be used only for the furtherance of the aims and objects as set out above. Until and unless the Association is awarded charitable status, it will be recognised as an unincorporated association.

6.2 The structure of the Association shall consist of:-

- (a) The Members – who will have the right to attend the annual general meeting (and any general meeting) and who will have voting powers as detailed herein
- (b) the Executive Committee – who will hold regular meetings during periods between annual meetings and generally control and supervise the activities of the Association; in particular the Executive Committee is responsible for monitoring the financial position of the Association

Membership

7. Membership will be open to all those who have an interest in furthering the objects of the association irrespective of gender, race, sexual orientation, class, religion, culture or nationality;

- a) Fees; the fee for membership will be set by the Executive Committee and reviewed annually;
- b) Data; all members must consent to their name and contact details being held on a database by the association;
- c) Members will respect the countryside and country code. They will adhere to good practice as set out by wildlife and conservation organisations, encourage the expansion of wild land and put the interests of the environment, wildlife and most specifically Scottish wildcats before their own;
- d) Membership is open to companies and other organisations involved with Scottish wildcats or other wildlife or sponsoring the association who will be asked for an affiliation fee, member organisations are expected to show a long term commitment to environmentally friendly working practice and conservation of wildlife;
- e) In the event of misconduct, a member may be asked to refrain from participating in any group activities. Repeat misconduct may lead to removal of their status as a member. A decision to do this may not be taken until the matter has been discussed at a Meeting and the member in question has been given the right to reply. The decision of the Meeting shall be final.

Arrangements for management of the association.

8. The Association may appoint an Executive Committee and office holders numbering no more than five individuals. Officers will hold their positions for a three year term after which Members will vote again to decide the office holder. Individuals can hold office for any number of consecutive terms as long as the Membership continues to re-elect them.

The Association may also delegate named members to act on its behalf in addition to the office holders.

Office holders shall act as "trustees" of the association and be its Executive Committee. The Association will have the following office holders but may appoint other office holders as it sees fit;

- a) A Chairperson will lead the Executive Committee;

- b) A Treasurer will ensure that accounts are kept, audited and presented annually;
- c) A Secretary will manage membership, newsletter, website and PR;

Arrangements for voting for office-bearers

9. Office holders reaching the end of their term will be voted for by the Membership at the AGM in the relevant year. Anyone may put anyone forward for any position as long as the candidate is seconded. Members then hold a secret ballot on each office bearer. The ballot shall be chaired by a Member who is not a nominee for the post, and in the event of a tied vote, he or she shall have the casting vote. Holders will serve for a maximum of three years and then stand for re-election.

Arrangements for holding Executive Committee meetings

10. The Executive Committee shall meet at least twice a year and on as many occasions as are necessary over the year.

11. Meetings of the Executive Committee will be quorate if 2 office holders are present.

12. Minutes must be kept of all Executive Committee meetings, which will be circulated to all Executive Committee members.

Arrangements for holding Annual General Meetings and General Meetings

13. Meetings of the association may be of two types, in each case meetings will be quorate as long as 10% of vote holding members are present and in the event of an imbalance of interests at a meeting the Chairperson holds the power of veto;

- a) An Annual General Meeting will be held once per year. Such meetings must be notified to all members at least 21 days in advance of the meeting and give notice of the agenda and proposed resolutions or constitutional amendments which will be voted upon at the meeting, by post or by e-mail. The meeting will be held primarily for the purposes of;
 - (i) Electing a Chairperson for the following term when necessary
 - (ii) Receiving an annual statement of accounts and an annual report
 - (iii) Appointing auditors when necessary
 - (iv) Accepting new bodies into membership
 - (v) Varying the membership of the Executive Committee
 - (vi) Varying the constitution of the Association
 - (vii) Receiving reports from any group or associated organisation which has undertaken work in pursuit of action authorized by the Association
- b) General meetings may be called by a simple majority of officer holders or by at least 5 ordinary members acting together. Such general meetings must be notified to all members at least 21 days in advance of the meeting and give notice of proposed resolutions or constitutional amendments, which will be voted upon at the meeting, by post or by e-mail.

Personal Interests/Remuneration

14. All personal interests in any transactions involving a member of the Executive Committee must be declared by the member concerned and he/she is debarred from voting on any issue concerning that interest to include whether the Association should enter into any arrangement

15. For the purpose of establishing "personal interest", a person shall be deemed to have a personal interest if any partner or close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in any arrangement.

16. Provided he has declared his interest, not voted on the question of whether or not the Association should enter into any arrangement and complied with the provisions relating to setting remuneration hereunder, a member of the Executive Committee will not be debarred from entering into an arrangement in which he/she has a personal interest (or deemed to have a personal interest)

17. No member of the Executive Committee may serve as an employee of the Association and no member of the Executive Committee may receive any remuneration for undertaking his/her duties on the Executive Committee.

18. Where a member of the Executive Committee provides services to the Association or might benefit from the remuneration paid to a connected party for such services, then

- i) the maximum amount of the remuneration must be specified in writing and must be reasonable
- ii) the Executive Committee members must be satisfied that it would be in the best interests of the Association to enter into the arrangement
- iii) less than one-half of the Executive Committee members is receiving remuneration or benefit from the Association

19. Payments made to reimburse travelling and other expenses incurred by members of the Executive Committee are permitted, provided such expenses are incurred in the course of carrying out the duties of a member of the Executive Committee and are reasonable charges to incur for such matters in a not for profit organisation.

Conduct

20. Each member of the Executive Committee shall in exercising his/her functions as a member of the Executive Committee of the Association, act always in the best interests of the Association and in particular must:-

- i) seek, in good faith, to ensure the Association acts in a manner which is in accordance with its objects
- ii) act with the care and diligence of a person managing the affairs of another
- iii) put the interests of the Association ahead of any person or body which might give rise to a conflict of interest
- iv) highlight any potential conflict timeously and refrain from acting in such instances
- v) ensure the Association complies fully with the Charities and Trustee Investment (Scotland) Act 2005.

21. Delegation by the Executive Committee to sub-committees is permitted with such powers as the Executive Committee so consider necessary

22. Proper accounting records shall be maintained and the Executive Committee shall comply with all relevant statutory requirements in this regard

Signing powers

23. All cheques to the value of £500 or less, and such letters or other writings relative to the day to day operation of the Association may be drawn and endorsed on behalf of the Association by the signature of one member of the Executive Committee authorised to sign.

24. All operations on the bank and building society accounts held by the Association which are of greater value than £500 (other than the lodgement of funds), and any deeds or other documents which are legally binding on the Association will require the signature of two members of the Executive Committee authorised to sign.

Arrangements for amendments or alterations to the constitution

25. From time to time it may become necessary to make changes to this constitution

- a) The constitution may only be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- b) No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- c) The Office Holders should promptly send to the Commission a copy of any amendment made under this clause

Dissolution

26. If the Office Holders of the Association decide that it is necessary or advisable to dissolve the charity it shall call a general meeting. If the proposal is confirmed by a two-thirds majority of those present and voting the Office Holders shall have power to realise any assets held by or on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the charity as the members of the charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the charity must be sent to the Office of the Scottish Charities Regulator or such other successor body.

For the purpose of clause 26 the expression "charitable purpose" shall mean 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.