



# The Friends of Duchess Wood

## CONSTITUTION

(2026 version)

This constitution has been written following the guidance provided by the Scottish Council for Voluntary Organisations (SCVO) and Burness Paull LLP© 2022. It is written to comply with the Charities and Trustee Investment (Scotland) Act 2005, Disclosure (Scotland) Act 2020 and the Charities (Regulation and Administration)(Scotland) Act 2023.

### 1. Name

The Society shall be known as “The Friends of Duchess Wood”, hereinafter referred to as “The Friends”. It is an Unincorporated Association registered with the Scottish Charity Regulator (Reg number SC039527).

### 2. Scottish Principal Office

The principal office of the organisation will be in Scotland (and must remain in Scotland). This will normally be the address of the Secretary who is the principal point of contact between the Association and the Scottish Charity Regulator (OSCR).

### 3. Purposes

The Friends exist to safeguard the benefits of Duchess Wood, Helensburgh to the community in terms of biodiversity and quiet enjoyment – including recreational and educational use by assisting the landowner(s) in its management.

### 4. Powers

4.1. In pursuit of the above objectives The Friends may:

- arrange meetings, exhibitions, talks, events, surveys and training courses
- organise/carry out practical environmental projects and maintenance activities.
- raise and expend funds
- liaise and work in partnership with other organisations and individuals
- collect, disseminate and exchange relevant information
- publicise their activities by any appropriate means
- buy, hire or borrow any equipment, tools or other items required to fulfil the objectives
- acquire and hold property (eg tools, equipment and cash but excluding land and permanent buildings)

4.2. In accordance with Disclosure (Scotland) Act 2020, committee members of The Friends may not direct or supervise activities with children or Vulnerable Adults. All events will emphasize that there should be no unaccompanied individuals under the age of 18 or vulnerable adults.

### 5. Liabilities

The Friends is an Unincorporated Association that owns no land and employs no individuals. It carries out limited light maintenance and sponsors some improvement projects conducted by contracted organisations who must have their own liability insurance. As such it has Charity limited liability insurance for work carried out by members under the instruction of its Management Committee but otherwise responsibility for the safety of the Wood, regarding access and activities by the general public and others, remains with the landowner(s).

## **6. Membership**

- 6.1. Membership is by household and shall be open to any household prepared to support the objectives of The Friends. Categories of membership and the subscription rate shall be determined by the members at the Annual General Meeting of The Friends. Households become members by paying the annual subscription, either online or by setting up a Direct Debit/Standing Order. Membership shall remain in force whilst annual payments are continued. The Friends shall, as required and appropriate, use a third-party independent provider to collect membership subscriptions.
- 6.2. Communications with members will be via email. Exceptionally those members who joined before 1<sup>st</sup> January 2026, who do not have email addresses, will receive paper copies of communications. It is the responsibility of the member to ensure they can receive emails from the secretary, whose email address is available on the web site and newsletter.
- 6.3. Any member of the household can attend members' meetings although there will only be one vote per household which can only be given by a member aged 18 or more.
- 6.4. Groups or corporate bodies may not become members.

### **6.5. Honorary Membership**

In certain circumstances, and at the discretion of the Management Committee, individuals may be made Honorary Members where they gain all the benefits of membership without having to pay an annual subscription. This is generally offered to individuals who contribute significantly to the activities of The Friends in other, non-financial, ways. Honorary Membership will be reviewed by the Management Committee annually. Honorary Members have the same voting rights as Full Members.

### **6.6. Membership Records**

In accordance with The Friends GDPR policy (published on The Friends web site) the Management Committee will keep a register of members, setting out the name and address/email address of each member. Any details will be removed from the register once an individual, or household, leaves The Friends. The Register of Members is kept by the Membership Secretary and includes the name, postal and email addresses of each member together with the date they joined the Friends. If a member or Management Committee member requests a copy of the register of members a copy will be supplied within 28 days provided the request is reasonable. If the request is from a member who is not on the Management Committee, they may be supplied with a copy which will have the addresses blanked out. The Register will be held electronically by the Membership Secretary and the Secretary will keep a back-up.

### **6.7. Resignation**

If payment of the annual subscription is not made within three months of the due date, and after at least one reminder email/letter has been sent, then membership shall be assumed to have been cancelled, and the individual's records shall be deleted from the membership list. Members may also resign by informing the Membership Secretary of their intentions. There will be no refund of any annual subscription remaining. Membership cannot be transferred to other households and will terminate on cessation of payment of their renewal.

## **7. Management Committee**

There shall be a Management Committee charged with the management of the affairs of The Friends. This will comprise the elected (at the AGM) Trustees who will then, or at another time, elect (by majority) the Office Bearers and other management posts. The minimum age of a Trustee is 18.

- 7.1. The responsibility of the Trustees is to act in the interests of the charity. In particular they have to seek to ensure that the charity acts consistently with its purposes and that they act with a level of care and diligence that is reasonably expected of someone managing another's affairs. They should also avoid a conflict of interest which may arise between the charity and any person responsible for their appointment as a charity trustee.

- 7.2. The Office Bearer appointments shall be the Chair, Secretary and Treasurer. These posts are elected (from themselves) by the Trustee Management Committee. The other management posts include Membership Secretary, IT lead, Maintenance Co-Ordinator and Events Co-Ordinator. The total number of Trustees shall be up to twelve who are elected at the Annual General Meeting for a term of one year (ie until the next AGM). Whilst this is the minimum term, there is no specified maximum term, although anything in excess of ten consecutive terms as an Office Bearer would be considered unusual. If there are more than twelve members seeking election as Trustees, then there will be a ballot in accordance with clause 8.5.
- 7.3. The minimum number of Trustees shall be six. Any less than this will require the members to consider the viability of continuing the Charity.
- 7.4. There shall be at least four Management Committee meetings in any reporting year. Minutes will be produced by the Secretary to record decisions and once agreed by those in attendance, signed by the Chair. Where members cannot attend in person it may be possible, at the discretion of the Chair, to allow virtual attendance. At the start of each meeting Trustees will declare if they have any conflicts of interest with regard to the agenda to be discussed. The Chair will then decide how best to proceed (ie allow the individual to remain in the room but not vote on that item, or whether they should leave the room whilst that agenda item is discussed).
- 7.5. Membership of the Management Committee may be terminated on the basis of a vote of no-confidence supported by a majority of the Trustees.
- 7.6. The quorum for the Management Committee shall be at least 50% of the elected Trustees (rounded up) (subject to a minimum of four) of whom one must be an Office Bearer. Should the Chair not be present those present may elect another Trustee to chair the meeting. If a quorum is not present within 15 minutes after the time a meeting was due to start – or if a quorum ceases to be present during a 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. This applies both to the Management Committee and to general meetings.

**7.7. New Trustees.**

Trustees are elected each year (at the AGM) by members. Before new Trustees can be confirmed in post they must declare in writing to the Secretary that they have not been debarred legally from being a Charity Trustee (the Secretary gives his declaration to the Chair) and they must also undergo some training to familiarise themselves with the role and responsibilities of being a Trustee and how The Friends is run. The declaration and training should be refreshed every five years, or as required by OSCR. These requirements are mandated by the Charities (Regulation and Administration) (Scotland) Act 2023.

7.7.1.1. The Management Committee may, at any time, appoint any member (subject to clause 7.3 and they are not debarred under clause 7.7) to be a Management Committee member. The maximum number of Trustees who can be so appointed is three and they will have to resign and be reelected (if they so wish) by members at the next AGM (in accordance with clause 7.7).

7.7.1.2. Members considering taking on the role of a Trustee shall be allowed to witness a Management Committee meeting, to familiarise themselves with how the committee works, prior to making a decision.

**7.8. Trustees Remuneration.**

Being a Trustee is a voluntary role and no remuneration is made for their activities, other than the repayment of reasonable expenses incurred in support of their activities for The Friends.

**7.9. Management of finances.**

The finances are managed by the Treasurer. They are examined at each management committee meeting and once a year (prior to the AGM) by an external Financial Examiner (who may not be a member of the Friends) appointed by the Trustees. It is anticipated that financial reserves (funded by annual subscriptions (set by the members), donations and grants) will be sufficient to cover the day-to-day running of the Charity and to finance those projects that the Charity may sponsor. The Charity may not hold investments, purchase land, take out loans or directly employ people, other than as contractors.

## 7.10. Policies

The Friends have a number of policies regarding Control of Data, Health and Safety and Safeguarding. These are held by the Secretary and published on the Friends web site. These are reviewed by the Trustees every five years and signed by the Chair and Secretary.

## 7.11. Register of Management Committee members

The Secretary will keep a Register of Management Committee members setting out the full name and address of each Trustee, the date of which they became a management committee member and the date on which they ceased to hold office as a Trustee. Additionally, OSCR will manage a Register of (Scottish) Trustees and individuals will need to provide information as required (via the Secretary).

7.12. If any person requests a copy of The Friends register of Trustees it must be provided within 28 days, providing the request is reasonable. If the request is from an individual who is not a management committee member, then the copy provided may have the addresses blanked out if the association is satisfied that including that information is likely to jeopardize the safety or security of any person or premises. Trustee records, of those resigned, will be kept for a period of five years, or as prescribed by OSCR. Ordinary members records will be deleted on resignation of a member.

## 7.13. Landowners

The Landowners will be invited to Management Committee meetings and it is anticipated that they will attend at least one meeting per year. They may also be invited to attend the AGM. They will have no voting rights unless they are also a member where any conflicts of interest issues will need to be considered.

# 8. Decision Making by Members

## 8.1. General Meetings (meeting of members)

The Management Committee must arrange a meeting of members (an Annual General Meeting) in each calendar year. The gap between two consecutive AGMs must not be longer than 15 months. A quorum at the AGM is where the number of members present exceeds the number of Management Committee members present.

The business of the AGM shall be:

- A report by the chair on the activities of the Charity
- Consideration of the "examined" annual accounts of the Charity
- The election/re-election of members of the management committee as referred to in clauses 7.2 and 8.5.

Members shall be given at least 28 days' notice of the AGM.

Motions to go to the AGM must be received by the Secretary at least 14 days in advance and must be signed by two members from different households. (Receipt of two emails issued by members will suffice.)

Generally General Meetings (AGMs and any EGMs) must be held face to face. However, in extraordinary circumstances, and with the approval of OSCR, virtual meetings may be convened. The Chair of The Friends, or if not available another member of the Management Committee, will chair General Meetings.

## 8.2. Power to request the management committee to arrange an Extraordinary General Meeting

An Extraordinary General Meeting may be called either by decision of the Management Committee or at the request of no less than 25% of the membership (via the Secretary). In respect of any such meeting, the membership should be given a minimum of 28 days' notice and those members requesting the meeting must have provided a motion to be put to the meeting.

## 8.3. Notice of General Meetings

Members will normally be informed by email of General Meetings, or (for members who joined before 1<sup>st</sup> January 2026 and do not have email addresses) by letter. Notice of every general meeting must be given to all members of the association and to all members of the Management Committee. The accidental omission to give notice to one or

more members or Management Committee members will not invalidate the proceedings of the meeting.

#### **8.4. Voting**

Those present at any meeting (AGM, EGM or Management Committee) if fully paid-up members or Honorary member (see clause 6.5), shall be entitled to vote. Note that as in clause 6.3 there will only be one vote per household which can only be given by a member aged 18 or more. There shall be no voting by proxy and only those present in person may vote. Voting shall generally be by show of hands unless a secret ballot is demanded by the Chair (or by at least two persons present at the meeting who are entitled to vote (as members)). A secret ballot may be demanded by an eligible voting member either before the show of hands takes place, or immediately after the result of the show of hands is declared. The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting. Should there be an equal number of votes for and against any resolution (other than those requiring a two thirds majority – see clause 9 below) the chairperson of the meeting will be entitled to a second (casting) vote.

#### **8.5. Voting for Trustees**

Voting for Trustees (if required) will be by ballot where each voting member can choose twelve nominees from the candidates and the twelve individuals with the highest number of votes will be voted in as Trustees (see clause 7.1.). Note that individuals not eligible to be a Charity Trustee under the Scottish Charities Act are not eligible for election or appointment to the Management Committee.

### **9. Dissolution**

The Friends shall be dissolved if at least two thirds of the members consider that necessary/desirable. A motion to dissolve the Friends must be put to an AGM or EGM. The Friends shall be dissolved if two thirds of those attending the meeting, and eligible to vote, vote in favour of a motion to dissolve the association. If the continued viability of The Friends is in question and the management committee cannot secure the support of two thirds of the members to dissolve The Friends, then the process highlighted in clause 8.6 will be followed.

In the event of dissolution of The Friends, any assets remaining after settlement of all debts and liabilities shall not be distributed among The Friends but shall be given to a recognised, local Scottish, charitable body having objectives similar to those of The Friends. The identity of the body or bodies to which assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

None of the Friend's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

Signed:

David Lewis.

(Chairman)

Marty Gault

(Secretary)