

RULES OF FRIENDS OF THE EARTH (SCOTLAND) LIMITED To be registered under the INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965-1978

Register No SP2066R (S) – All previous rules rescinded

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1. The name of the society shall be: Friends of the Earth (Scotland) Limited, hereinafter referred to as “the Society”.

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2. INTERPRETATION AND DEFINITIONS

- a. In these Rules “the Act” refers to the Industrial and Provident Societies Acts 1965-78 and any Act or Acts amending them or substituting for them.
- b. In these Rules, “the Registrar” refers to the Assistant Registrar of Friendly Societies for Scotland.

3. REGISTERED OFFICE

The registered office of the Society shall be at:

Thorn House
5 Rose Street
Edinburgh EH2 2PR

The registered office may be changed by resolution of a General Meeting or by a two-thirds majority vote at a normal Board meeting as long as this change is approved at a General Meeting within one calendar year. In the event of any change in the situation of the registered office, notice of such change shall be sent by the Secretary to the Registrar in the form prescribed by the Treasury Regulation.

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4. OBJECTS

The objects for which the Society is formed are:

- a. to promote the conservation, restoration and rational use of the environment for the benefit of the community.
- b. to effect the conservation, restoration and rational use of the environment and to support any person, body or organisation in that regard at the discretion of the Board set up in accordance with rule 13 (b) below;
- c. to disseminate information among the public concerning such conservation, restoration and rational use of the environment.

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5. POWERS

The Society shall have powers to do all things necessary or expedient for the fulfilment of its objects.

6. NON PROFIT MAKING

The Society shall not trade for profit insofar as any monies received from the Society's business and trading activities remaining after the costs of such activities have been accounted for shall be distributed in accordance with Rule 13 below and taking into account the restrictions contained in Rule 7 below.

7. SHARE CAPITAL

The share capital of the Society shall consist of shares having the nominal value of £1.00 each, issued to members of the Society. Shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus and shall be forfeited and cancelled on cessation of membership from whatever cause and the amount paid upon thereon shall become the property of the Society.

8. MEMBERSHIP .

- a. The Society shall consist of all individual and group members admitted in accordance with Rule 9 below. No individual member shall hold more than one share in the Society.
- b. On application for individual membership a subscription will be payable.
- c. The amount of the subscription will be fixed yearly by the Board.
- d. Group members will be those organisations, including Friends of the Earth groups in Scotland, which wish to be affiliated to the Society and the aims of which are consistent with those of the Society.

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9. APPLICATION

Applications for membership may be made in any way approved by the Board. All applications are subject to the approval of the Board upon acceptance of an application and, in the case of individual members, payment of the subscription, one pound whereof shall be deemed to be the payment for one share.

10. CESSATION OF A MEMBERSHIP

A member shall cease to be a member if he or she:

- a. On wishing to withdraw from the activities of the Society, resigns in writing.
- b. Does not pay the subscription on the dates agreed with the Society.
- c. Is expelled by a resolution carried by two thirds of the members present in person and voting at a General Meeting of the Society, providing that a complaint in writing of conduct detrimental to the interest of the Society has been sent to the member complained against by the member or members complaining not less than one calendar month before the meeting. Such a complaint shall give particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend this meeting called under this Rule. At such a meeting the members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice

being served to the member he or she fails to attend the meeting without due cause the meeting may proceed to vote in his or her absence on the proposed expulsion.

- d. Dies or, in case of a group member, ceases to exist.

11. BORROWING

- a. The Society shall have power to borrow money for the purposes of the Society in whatsoever manner it may determine including the issue of loan stock, provided that the amount outstanding at any one time does not exceed £250,000.
- b. The rate of interest paid on money borrowed except on money borrowed by way of bank overdraft or on a mortgage from a Building Society or Local Authority shall not exceed 6/5% per annum above the Clydesdale Bank's base lending rate, whichever is the higher.
- c. The Society may receive from any persons donations or loans free of interest towards the work of the Society.
- d. The Society shall not receive money on deposit.

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12. INVESTMENT OF FUNDS

The funds of the Society may, with the authority of a General Meeting, be invested as follows:

- a. In or upon any security in which trustees are for the time being authorised by law to invest;
- b. In or upon any mortgage, bond debenture stock, corporation stock, rent charge, rent or other security (not being securities payable to bearer) authorised by or under any Act of Parliament passed or to be passed, of any Local Authority as defined by S.34 of the Local Loans Act 1875; and;
- c. In the shares or on the security of any other Society or company registered or deemed to be registered under the Act, or under the Building Societies Acts or incorporated by Act of Parliament, or by charter providing that no such investment be made in the share of any Society or company other than one with limited liability. The Society may appoint any one or more of its members to vote on its behalf at the meeting of any other body corporate in which the Society has invested any part of its funds.

13. APPLICATION OF PROFITS

The profits of the Society shall be applied as follows, in such proportions and in such manner as General Meetings shall decide from time to time.

- a. Firstly to a general reserve for the continuation and development of the Society. The funds from the said reserve may be invested upon the terms set out in Rule 12 above.
- b. Secondly, to make payments in pursuance of the objects of the Society contained in Rule 4 above.

14. GENERAL MEETINGS OF THE SOCIETY

Annual General Meetings

- a. An annual General Meeting shall be held within 6 months of the close of the financial year of the Society. The date of the meeting will be decided by the Board and called by the Secretary.
- b. The business of the Annual General Meeting will include:
 - Receipt of the audited accounts for the year.
 - The appointment of an auditor for the next financial year.
 - The election of the Board members.

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Extraordinary General Meetings

- c. The secretary shall call a General Meeting either at the request of at least 25 members or 10% of the membership at that time, whichever is the greater. The said request shall be delivered in writing to the Secretary signed by the members requesting the meeting. Once the request has been delivered, the secretary will call the General Meeting within two months.

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Operation of General Meetings

- d. The Secretary will give each member 21 clear days notice of the date, time and place of a General Meeting and the issues upon which decisions are to be taken. Such notice will be given in writing or by electronic mail to the last known address of each member.
- e. General Meetings shall be open to all members of the Society.
- f. Group members can be represented by any one of their members who is an individual member of the Society.
- g. Each General Meeting shall be in the control of a Chair to be nominated by the Board from among its membership.
- h. No business shall be contracted at any General Meeting unless one half or 25 of the Society's members, whichever be the lesser number, are present.

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Voting

- i. Every member present in person at a General Meeting shall have one vote and questions will be decided upon by a majority vote of the members present, except for those questions which must be decided by two thirds majority in accordance with these Rules.
- j. In the event of a member being unable to attend, that member may either:
 - i. Indicate to the Chair the way they wish their vote to be cast on any issue to be put to a vote.
 - ii. Elect another member to cast their vote for them.A member wishing to vote by either methods i) and ii) must do so in the form specified by the Society at that time as so laid down by the Board. Notice of a vote by either of methods i) and ii) must be given to the Secretary before the start of the meeting to which it relates.
- k. In any election, the meeting's Chair will have the casting vote.

15. THE BOARD OF TRUSTEES

Board Elections

- a. Size of Board: The Board shall operate with a maximum of 15 and a minimum of 7 elected members.
- b. Eligibility: To be eligible for election to the Board, a person must normally have been a member for one full year immediately prior to the Annual General Meeting at which they are nominated. Up to 7 Board members can be elected at an AGM, who have been members for less than 1 year, provided they were members by the time of their nomination. Retiring Board members will normally be eligible for re- election only once. After a year's absence from the Board, a previous Board member may run for election as a normal member. No current or former employee of FoES may stand for election to the Board until at least one year has elapsed from the date when their employment ceased.
- c. Nomination: Each nomination for the Board shall be in writing and signed by two members of the Society making the nomination, and shall contain a statement by the nominee of his or her willingness to serve on the Board. Nominations shall be delivered to the Society's registered office, for the attention of the Secretary, not less than fourteen days before the Annual General Meeting at which they are to be considered. The same procedure will be followed for retiring Board members who wish to stand again. If a Board member wishes to run for re- election more than once, their nomination may only go forward if the Board agrees to it and the nomination is then put to the AGM, with a majority in favour.
- d. Length of service: The maximum length of an elected term is three years.
- e. Representing our networks: If they are not already represented on the Board, both the network of Friends of the Earth local groups in Scotland and Young Friends of the Earth Scotland, provided the respective network remains active and functional in the opinion of the Board, shall be entitled to put forward one candidate each for election at the AGM. These candidates will be noted as being endorsed by and representing their network. Such nominations must meet the same deadline as for individuals who are nominated to stand for the Board. These candidates are nominated by their networks and so do not need to be nominated by individual members of the Society. If elected, these representative Board members will be entitled to serve a three-year term in the normal fashion.

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Co-opted Board Members, Ex-officio Members and Advisers

- f. The Board may co-opt members to its ranks at any time. Co-opted members:
 - are ineligible to vote
 - as such, they are not liable for the Society's finances and operations
 - their number shall not exceed one-third that of the elected Board members
 - do not need to be members of the Society at the time of their co-option
 - must become members of the Society by the AGM after their co-option if they wish to continue as a co-optee past this AGM
 - must stand for election to the Board at the first AGM for which they are eligible to do so if they wish to continue as a Board member; they can not continue as a co-optee past this point
 - if they are not eligible for election at the AGM immediately following their co-option and the Board wish them to continue as a co-optee, the Board

- must announce their intention at the AGM that the co-optee will continue, and allow the members of the Society to object to the co-optee
- if an objection is raised, the members of the Society will vote on whether the co-optee can continue to serve as a non-voting Board member, using the same procedure as is used to elect normal Board members.
- g. No employee may be co-opted to the Board.
 - h. The Society's lead member of staff is an ex-officio non-voting, non-liable member of the Board.
 - i. A staff representative, elected by the Society's staff, will be an ex-officio non-voting, non-liable member of the Board.
 - j. The Board may invite advisers to attend Board meetings. These advisers shall be ineligible to vote, having observer status, and their number shall not exceed one-third of the Board members present at any meeting. Advisers shall only attend meetings involving topics for which their expertise is needed.

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Office Bearers and the Executive Committee

- k. Once elected, the Board shall elect the Office Bearers on the Board. At a minimum, the Office Bearers will include a Chairperson, a Secretary, and a Treasurer.
- l. The Board must elect an Executive Committee from members of the Board who have been proposed and seconded by full voting members of the Board. The Executive Committee is empowered between Board meetings to deal with matters on behalf of the full Board, subject to reporting decisions to the next Board meeting, unless the Executive has been specifically restricted from doing so by the Board for a particular circumstance.
- m. If any Board member requests it, voting for the election of the Office Bearers and the Executive Committee will be by secret ballot.
- n. The Society's lead member of staff and a staff representative are ex-officio members of the Executive Committee.

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Suspension of Board Members

- o. Any Board member who fails to abide by the agreed Code of Conduct of all Board members may be suspended from office by a two-thirds majority vote of those attending and eligible to vote at a normal Board meeting, providing that the motion for suspension is delivered to the Secretary at least seven days before the date of the meeting at which it is to be considered and the Secretary immediately circulates the motion to all Board members. At the meeting, the Board member facing suspension will have the opportunity to give evidence rebutting his or her suspension. If on due notice being served to the Board member he or she fails to attend the meeting without due cause, the meeting may proceed to a vote in his or her absence on the proposed suspension.
- p. If a Board member is suspended, their removal must be put to a vote at the next General Meeting. Whilst suspended, the Board member will not receive any general Board correspondence and cannot attend Board meetings. The Board member will be reinstated either by a failure to remove them at the next General

Meeting, or through a two-thirds majority vote at a normal Board meeting moving to reinstate the member.

16. THE MANAGEMENT OF THE SOCIETY

- a. Responsibility for the management and policy making of the Society will be with the Board.
- b. The Board may exercise all such powers as may be exercised by the Society and are not by these rules or statute required to be exercised by the Society in General Meeting, subject nevertheless to the provision of these rules and any regulations not inconsistent with these rules made from time to time in General Meeting.
- c. The working of the Board and Executive [Committee](#) will be regulated by standing orders to be agreed by the Board and subject to any amendments agreed by the Board.
- d. The Board will meet a minimum of twice a year. The dates will be decided by the Board and circulated by the Secretary to all Board members.
- e. Quorum at Board meetings shall be 5 of whom 3 must be elected members.
- f. Once a year, the Board will discuss and decide on the pay and conditions of the employees.
- g. A Board meeting may be called by one third of the Board requesting a meeting in writing to the secretary of the Society. The Secretary must then arrange for the meeting to be held within 30 days.
- h. The Board may open specific meetings or agenda items to participation by other individuals or groups.
- i. The Board is empowered to establish sub-committees to deal with particular aspects of policy and management. These sub-committees will be answerable to the full Board. The sub-committees can have members who are not on the Board, but they must be chaired by a Board member, and include a minimum of one elected Board member.
- j. All Board meetings, [Executive Committee meetings](#), sub-committee meetings, and General Meetings must be minuted and these minutes, excluding confidential items, made available to members on request.
- k. Board members may be paid for professional services, in accord with Section 67 of the Charities and Trustee Investment (Scotland) Act 2005.

17. AUDITORS

- a. The Society shall, in accordance with ss. 4 and 8 of the Friendly and Industrial and Provident Societies Act 1968, appoint in each year one or more auditors to whom the accounts of the Society for that year shall be submitted for audit as required by the said Act, and who shall have all such rights in relation to notice of and attendance and audience at General Meetings, access to books and the supply of information and otherwise as provided by the said Act. Each such auditor shall be appointed by the Society at the Annual General Meeting and in the case of any auditors so appointed under s.7 of the said Act, the provisions of ss 5 and 6 thereof apply to his or her re- appointing another person in his or her place.

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- b. Every year not later than the date provided by the Act or, where the return is made up to the date allowed by the Registrar, not later than three months after such date, the Secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return, together with:
 - i. A copy of the report of the auditors on the Society's accounts for the period included in the return.
 - ii. A copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

18. RECORDS AND SEAL

- a. The Society shall keep at its registered office a register of members in which the following particulars shall be entered:
 - i. Names and addresses of the members.
 - ii. The date by which each person was entered in the register as a member and the date at which any person ceased to be a member.
 - iii. The names and addresses of the officers of the Society with the offices held by them respectively and
 - iv. the dates on which they assumed office.
- b. The Society shall have a seal kept in the registered office, the use of which is delegated to the lead member of staff of the Society.

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19. ALTERATION OF THE RULES .

- a. Any Rule may be rescinded or amended or a new Rule made by the vote of two thirds of the members present and voting at a General Meeting where all the members of the Society have been given seven clear days notice of the change to be proposed at the meeting.
- b. No amendment of the Rules is valid until registered with the Registrar.

20. DISSOLUTION

The Society may be dissolved by the consent of three-quarters of the members by their signatures to an instrument of dissolution provided for in the Treasury Regulations or by winding up in a manner provided for by the Act. If, on the winding up of the Society, there remains after the satisfaction of all its debts and liabilities any funds whatsoever, the same shall not be distributed among the members of the Society but shall be transferred in whole or in part to some other society or societies or other like bodies or body having objects similar to the objects of the Society, as decided by a General Meeting.

21. DECEASED MEMBERS

- a. Upon a claim being made by the personal representative of a deceased member, or the trustee in bankruptcy of a bankrupt member, to any property in the Society, belonging to the deceased or bankrupt member, the Society shall transfer or pay

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such property to which the personal representative or trustee in bankruptcy may direct them.

- b. A member may, in accordance with the Act, nominate any person to whom any of his/her property in the Society at the time of his/her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being provided in the Act. On receiving satisfactory proof of death of a member who has made such a nomination the General Meeting shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

22. DISPUTES

Any such dispute as is referred to in s.60(1) of the Act shall be referred to and decided by the Registrar.

23. COPIES OF THE RULES

The Secretary shall deliver to every person on application to the [registered](#) office and on payment of an appropriate fee as decided by the Board a copy of the Rules. The maximum fee shall not exceed the cost of copying and posting the Rules.