

CONSTITUTION OF -

Women in Agriculture Scotland (WiAS)

**An Unincorporated Association of individuals who are advocates of the
promotion and progression of Women in Agriculture**

Constituted on 15th January 2020 at the Rural Centre, Ingliston, EH28 8NZ

*Prepared
by:
SAOS Ltd
Rural
Centre
West Mains
Ingliston
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CONSTITUTION

1 **NAME** The name of the association shall be:

Women in Agriculture Scotland (WiAS)
(Hereinafter referred to as the “Association”)

2 **THE OFFICE** The interim Office of the Association where mail or any notice relating to this constitution should be sent to –
The Secretary of Women in Agriculture Scotland care of SAOS, Rural Centre, West Mains, Ingliston, Newbridge, EH28 8NZ.

3 The situation of the office may be changed by a resolution of the Committee.

AIM AND OBJECTS

4 The aim of **Women in Agriculture Scotland is to support, inspire and develop women in Scottish Agriculture to achieve their aspirations and create a more progressive, successful and inclusive industry.**

The objects of the Association are - :

SUPPORT To support members to build and foster networks within the agricultural industry.

To act on behalf of members to influence and further the progression of women in agriculture to achieve equality of opportunity in the industry.

INSPIRE To inspire members to reach their full potential.

DEVELOP To develop members personally and professionally.

5 **POWERS**

The Association shall have powers to do things that it deems to be necessary or expedient for the furtherance or attainment of its objects including entering into a members’ agreement with its members if deemed appropriate. If a members’ agreement exists, in order to remain in membership, a member must be party to a current members’ agreement.

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In the set up/interim period where group activity is being researched, this members' agreement will take the format of a memorandum of understanding.

MEMBERSHIP

6 MEMBERS The members of the Association shall be 'Advocates of the promotion and progression of Women in Agriculture'.

7 ADMISSION A person intending to become a member shall apply to the Association for membership and the Committee shall decide in its absolute discretion whether to accept or refuse the application.

8 CESSATION OF MEMBERSHIP

(1) The membership of any person shall terminate only on the happening of any of the following events, namely,

(a) The member resigns her/his membership in writing to the Chairperson of the Committee.

(b) The Member is expelled from membership under Rule 9.

(c) The Association is dissolved.

9 EXPULSION OF MEMBERS A member may be expelled for not adhering to the conditions laid out in these rules or by acting in a way considered by the Committee to be prejudicial to the best interests of the Association, by a resolution passed by the Committee at its absolute discretion. No member shall be expelled without first being given at least fourteen days' notice of the Committee meeting at which the resolution is to be proposed specifying the alleged grounds for expulsion, and without being given an opportunity to attend the meeting to answer allegations or to make written representations to the Committee. No expelled member shall be readmitted except by a resolution passed by the Committee.

10 REGISTER The Association shall keep at its office a register of all members containing the names and contact details of the members and the names and contact details of the Committee.

11 INSPECTION OF BOOKS The Association shall allow a member information at any reasonable time concerning their own financial account with the Association and the amalgamated financial accounts of the Association.

12 DISPUTE Any unresolved dispute between the Association and a member shall be referred to a sole arbiter appointed by the Scottish Agricultural Organisation

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Society (SAOS). Such arbiter's decision to be accepted as final by both parties. The costs of the arbitration shall be provided for equally by both parties in advance.

GENERAL MEETINGS

13 ANNUAL GENERAL MEETING

(1) The annual general meeting shall be held each year at such time and place as the Committee shall decide.

(2) The business of an annual general meeting shall include the consideration by the members of -

- The Chairperson's report
- The financial statements of the Association
- Election of the Chairperson
- Election of Vice Chair
- Election of other committee members
- Any other business

(3) Agenda items proposed by the Committee or by not less than three members at least three days in advance of the meeting will be put on the agenda for consideration.

14 EXTRAORDINARY GENERAL MEETINGS

(1) All general meetings other than annual general meetings shall be called extraordinary general meetings.

(2) The Committee may at any time convene an extraordinary general meeting and shall do so upon receiving a requisition in writing to that effect signed by not less than 10% of the members and stating the purpose for which the meeting is required to be convened. If within twenty-one days after receipt by the Committee of a valid requisition, no notices duly convening an extraordinary general meeting for the purpose stated in the requisition have been sent to members then the members who signed the requisition may convene an extraordinary general meeting for that purpose and shall be reimbursed by the Association for all expenses reasonably incurred thereby.

(3) No business shall be transacted at an extraordinary general meeting other than that set out in the notice convening the meeting and any matters arising therefrom.

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15 NOTICE

(1) Every general meeting shall be notified to every member at her/his email address as shown in the register with not less than fourteen clear days' notice thereof in writing by post, email or text message specifying the day, hour and place of the meeting and the business to be transacted. In the case of an annual general meeting, the notice shall designate it as such and a copy accounts for the preceding financial year shall be made available to members on request beforehand or at the meeting.

(2) The accidental omission to give any member notice of a general meeting or the non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.

(3) A general meeting not convened in compliance with paragraph (1) shall be deemed to have been properly convened if all the members of the Association that are present in person or by proxy representing not less than 5% of the total membership agree the meeting to have been properly convened.

16 QUORUM

(1) No business shall be transacted at a general meeting unless a quorum is present. Except as provided in paragraph (2) of this Rule, a quorum shall be members present in person numbering at least 10 members, present in person or such other number of members as shall be determined from time to time in general meeting.

(2) If within thirty minutes of the time appointed for a meeting, a quorum is not present then the meeting, if convened upon the requisition of members, shall be dissolved but in any other case shall stand adjourned to a time and place to be decided by the Committee, being not more than fourteen days later. Not less than seven days' notice shall be given to every member of the day, hour and place of the adjourned meeting and the business to be transacted and if at that meeting a quorum is not present within thirty minutes of the appointed time then the persons present shall be a quorum.

17 CHAIRPERSON At every general meeting the Chairperson shall preside. If within thirty minutes of the time appointed for the meeting the Chairperson is not present then the members present in person or by proxy shall choose a Committee member or, in the absence of all the Committee members, one of those present and entitled to vote to preside.

18 ADJOURNMENTS The Chairperson of a meeting, with the consent of the meeting may adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

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- 19 **VOTING** A resolution put to the vote at a general meeting shall be decided by a simple majority and on a show of hands except in respect of votes deemed by the Committee as “exceptional” and notified as such. Changes to the constitution shall be deemed to be “exceptional”. In which case at least three quarters of all members present in person or by proxy must vote in favour of the resolution. On a show of hands every member present in person or by proxy shall have one vote. In the case of an equality of votes the Chairperson of the meeting shall have a second or a casting vote. Before the declaration of the result of the show of hands a poll may be demanded by the Chairperson or by not less than three members.
- 20 **PROXIES** Any member or duly appointed representative of a member may appoint a proxy to attend a general meeting and speak and vote on her/his behalf. Every such appointment shall be notified to the Association in writing or by email signed by the member or representative making it or under authority conferred to her/him and deposited 48 hours before the meeting at the office of the Association. A proxy must be a member of the Association.

COMMITTEE MEMBERS

- 21 **AUTHORITY** The business of the Association shall be conducted by a Committee of members which shall act in all things for and in the name of the Association except those required to be exercised in general meeting. The Committee shall have the power to appoint any person to be the agent(s) of the Association for such purposes and on such conditions as they determine. All Committee members are required to be party to a current confidentiality agreement as per Appendix 1.
- 22 **COMPOSITION**
- a) The Committee shall consist of the eight founding members until the first AGM thereafter the Committee shall consist of ten members subject to one third of the committee retiring each year at the AGM.
 - b) An elected Committee Member will serve a three year term before requiring re-election at an AGM. No Committee Member can serve more than two consecutive terms of office without at least two years out of office before being eligible again. A retiring elected Committee Member shall retain office until the close or adjournment of the meeting.
 - c) Nomination of any committee member shall be in writing by not less than any two members, the nominee who must be or become a member shall confirm her or his willingness to act as a committee member if elected and if required shall provide a statement to explain the nominee’s suitability. All nominations to be valid must be delivered to the office not less than seven days prior to the date of the AGM in question.
 - d) Election of any committee member shall be by vote of the members, each member having one vote for each vacancy of the committee.

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- 23 **APPOINTMENT BY COMMITTEE** - The Committee may appoint up to two additional co-opted members to the Committee who have skills or knowledge considered desirable by the Committee. A Committee member so appointed shall retire at the end of the next following annual general meeting but may be re-appointed. Co-opted Committee members have a vote in Committee matters but not in general meetings if they are not members of the Association.
- 24 **REMOVAL OF COMMITTEE MEMBER** - The Association in a general meeting may, by resolution, remove any Committee member from the Committee and may appoint another person in her/his place. The Chairperson may be asked to step down as Chairperson at any time by a resolution of the members in general meeting.
- 25 **DISQUALIFICATION OF COMMITTEE MEMBER** - A person shall immediately cease to be a Committee Member if she/he, except as provided by clause 23, ceases to be a member.
- 26 **DELEGATION OF POWERS** The Committee may delegate any of its powers to a sub-committee as it thinks fit. Any sub-committee so formed shall comply with any directions given by the Committee. The proceedings of any sub-committee shall be regulated in accordance with this constitution and any proceedings of the Committee.
- 27 **MEETINGS** The Committee shall meet for the dispatch of business and regulate its meetings as it thinks fit. At the request of at least one third of the Committee, the Secretary shall convene a meeting of the Committee. Expenses incurred by Committee members in performing their duties may be reimbursed on presentation of evidence of the expenditure.
- 28 **NOTICE** Every Committee member shall be given seven days' notice of every meeting of the Committee by post, telephone or by email but any accidental omission to give notice to any Committee member or the non-receipt of notice by a Committee member shall not invalidate the proceedings at any meeting.
- 29 **QUORUM** The quorum for a meeting of the Committee shall be 50% of the Committee members.
- 30 **VOTING** Resolutions arising at any meeting of the Committee shall be decided by a simple majority. In the case of an equality of votes the Chairperson of the meeting shall have a second or a casting vote. Proxies are not allowed at Committee meetings.
- 31 **CHAIRPERSON** The Chairperson shall preside at meetings of the Committee. If the Chairperson is not present within fifteen minutes of the time appointed for a meeting the Committee members present may choose one of their number to preside.

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- 32 **COMMITTEE MEMBER BECOMING SURETY** For the avoidance of doubt, notwithstanding that any Committee member, with the consent of the Committee, may become surety for any debt or liability of the Association, that Committee member may be removed from Office in accordance with the provisions of this constitution and shall be required to retire by rotation regardless of whether or not the Association has discharged the debt or liability.

OFFICERS

- 33 **SECRETARY** The Committee shall appoint a Secretary for the Association who shall keep a short action-point minute of each meeting of the Committee and members in general meeting. The Committee may remove the Secretary and appoint another person to the office. The Secretary should be a member of the Association.
- 34 **TREASURER** The Committee shall appoint a Treasurer for the Association who shall keep an account of the finances of the Association. The Committee may remove the Treasurer and appoint another person to the office. The Treasurer should be a member of the Association.

FINANCE

- 35 **BANK ACCOUNT** When deemed appropriate by the Committee the funds of the Association shall be held in a bank account. The signatories to the bank account shall be jointly the Treasurer and a member of the Committee so appointed. Access to online banking for the association will be through the treasurer.
- 36 **EXPENDITURE** The Association shall not commit to any expenditure unless there are funds available to meet the expenditure. Such funds must be available as cash, committed in advance by members or by an external organisation. Any commercial opportunities created by the Association to sell products or services into new markets, shall be insured and underwritten by the individual producers involved in that transaction under a separate trading arrangement.
- 37 **LIMITED LIABILITY** The Association is unincorporated with no limit of liability for its members in so far as any liabilities may be incurred. Therefore, liability is joint and several amongst members. The Committee may request members' approval to incorporate the Association at a time when it considers it appropriate. Such approval is not to be unreasonably withheld by members.
- 38 **ACCOUNTS** The Committee shall cause accounting records to be kept showing all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place, all sales and purchases of goods by the Association and the assets and liabilities of the Association. The accounting records shall be kept in such a way as to explain the Association's transactions and give a true and fair view of its income and expenditure and its state of affairs. The accounts at every year-end shall be checked by a person

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deemed by the Committee to have the qualifications to carry out such a task and independent of the Association.

39 DISTRIBUTION OF SURPLUSES

The Association shall not distribute surpluses to members. Members can as an “exceptional item” in general meeting authorise a distribution to other organisations of local, charitable or similar purpose.

DISSOLUTION

40 COMMENCEMENT Members can as an “exceptional item” in general meeting authorise the dissolution of the Association.

41 SURPLUS ASSETS Upon the dissolution of the Association any surplus remaining after the satisfaction of all its debts and liabilities shall be distributed to other organisations of local, charitable or similar purpose.

MISCELLANEOUS

42 AMENDMENT OF CONSTITUTION Members can as an “exceptional item” in general meeting authorise amendments to the constitution.

43 INTERPRETATION In this Constitution, unless a contrary intention is apparent,

(1) “Member” means an individual, a business partnership or a company duly admitted into membership of the Association.

(2) “Committee” means the Committee of members for the time being of the Association

(3) “Committee member” means a member for the time being of the Committee

(4) “She/he”, “her/him” and “person” means an individual or a partnership or a body corporate

(5) Words denoting gender include the other genders

(6) Words denoting the singular include the plural and the converse applies

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44 SIGNATURES OF FOUNDING MEMBERS

1).....Print

2).....Print.....

3).....Print.....

4).....Print.....

5).....Print.....

6).....Print.....

7).....Print.....

8).....Print.....

Date..... Address.....

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APPENDIX 1

**Women in Agriculture Scotland
Committee Member Agreement**

I, (name).....of,

.....

As a committee member of Women in Agriculture Scotland (WiAS) I hereby confirm that I understand that this role is a **commitment I am making to further the aims and objects of this association**. I will endeavour to attend all meetings, reply to relevant correspondence and to make a meaningful contribution of my time and efforts in taking required actions forward and supporting the group in whatever way I can.

In the circumstances that my role on the committee represents an organisation that I work for I accept and understand that it is my responsibility to ensure that a **contribution in kind** is offered by that organisation for the benefit of being publicly associated with the positive activities that WiAS promote and are taking forward.

I will treat all information obtained by virtue of my position as strictly confidential and shall not disclose it without the express permission of the committee. Confidential information shall mean any information that **is not publicly known** and, in any form, emanating directly or indirectly from the Association, its business associates, customers, contractors, suppliers or producer members and shall include compilation of otherwise public information.

I agree that I shall use such information only in my role as a committee member of Women in Agriculture Scotland and that any issues relating to the organisation shall be communicated through the Chair.

Signed..... **Chair**

Signed..... **Committee Member**

Witness..... **Committee Member**

Date.....