

FMS Constitution

Adopted 17 November 2016



1. NAME

The organisation shall be called Fisheries Management Scotland (FMS - hereinafter referred to as 'the organisation').

The membership shall consist of:

- District Salmon Fishery Boards (hereinafter referred to as "DSFBs") properly constituted under the relevant statutory provisions – 'DSFB Members'.
- The River Tweed Commission; in this constitution, a reference to a DSFB, or DSFB Member, includes a reference to the River Tweed Commission.
- Charitable Rivers and Fisheries Trusts and Foundations (hereinafter referred to as "Trusts") operating within Scotland, engaged in fisheries management, and currently or previously members of Rivers and Fisheries Trusts of Scotland (RAFTS) – 'Trust Members'.

Qualifying criteria for membership:

- DSFBs must be properly constituted and operate within the terms of the relevant statutory provisions.
- Trusts must be properly constituted and must be registered with OSCR and compliant with the Charities and Trustee Investment (Scotland) Act 2005.
- Receipt of the annual member's subscription no later than 31 May in each year.

Fisheries Management Scotland shall have the option to terminate membership should any member fail to meet the above criteria, subject to a majority vote of those present at a general meeting.

2. AIM

The aim of the organisation is:

- To represent the interests of its member organisations, including both majority views and significant minority views.
- To influence relevant policy as may be desirable for the protection, preservation and development of Scotland's wild salmon and freshwater fish and fisheries and their environment.

3. REPRESENTATION

Each member of the organisation shall be entitled to appoint and send one representative and two delegates from among its members, who, for this purpose, includes its Board Members / Trustees, Clerks, Executive Officers, Members, Managers or other lead staff members to attend any Annual, General or Extraordinary Meeting. Representatives shall have the right to propose, second or speak to any motion or resolution. Delegates shall only have the right to speak to any motion or resolution.

4. BOARD

There shall be a Board comprising a maximum of nine elected Board Members six of which will be elected by the DSFB Members to represent the DSFBs and three of which will be elected by the Trust Members to represent the Trusts. Board Members from each member category will be elected from a list of candidates proposed by the respective member categories, elections to be held either at the AGM or by electronic or postal ballot. Where elections are held by electronic or postal ballot appointments will be confirmed at the subsequent AGM. Where DSFB and Trust areas are largely co-incident no river or district shall have both a DSFB and a Trust representative on the organisation's Board.

A further two Board Members representing DSFBs and a further one Board Member representing Trusts may be appointed by the Board if the Board Members consider it appropriate. All appointments must be from within the membership and the Board should be broadly representative of the membership as a whole.

The quorum for all Board meetings shall be five.

The Board should aim to identify specific skills, experience and knowledge required to ensure that member's contributions are effective and consistent with the aims of the organisation.

Each Board Member shall normally serve a three year term. Membership of the Board will be rotated, and no Board Member should serve more than two consecutive terms except where a Board Member is appointed chair, in which case they may serve further periods in terms of paragraph five below.

Where a vacancy for a Board Member occurs, the Executive Officer shall notify the membership and request nominations within 30 clear days of such notification. The nominations will be limited to one per member and must state who is proposing them. The names will then be circulated to all members within the relevant member category. All votes are to be returned within 21 clear days by a date confirmed by the Executive Officer. The person or persons ranking highest in the voting order will be deemed duly elected and the election will subsequently be confirmed to the membership.

The Board will have management authority for all business, including the appointment of staff, but excluding the fixing of subscriptions, (which are approved at AGM) and any other matter which the organisation shall reserve to itself from time to time.

5. CHAIRMAN

There shall be a Chairman of the organisation who shall be appointed by the Board from within their number. The term of office will run for three years, which may be renewable for a further three year term. The Chairman shall chair Annual, General and Extraordinary meetings of the organisation, the Board and any specific committees formed in accordance with paragraph eight. The Board may appoint a temporary, alternative Chairman from the Board should that person be unable to attend any meeting.

Nominations for Chairman will be requested in advance of a vacancy arising and the process detailed in a protocol which will be determined from time to time will govern the nomination and appointment process.

6. MEETINGS

Annual General Meetings (AGM)

An AGM shall be held annually, at such a place and at such a time as shall be decided by the Board, and members shall be given at least 30 clear day's notice of such meetings by the Executive Officer. Vacancies for Board Members will be notified at the same time and nominations invited.

Nine representatives shall form a quorum. At least 14 clear days before the date of the AGM, the following items will be presented for consideration:

- the agenda and formal business to be presented
- the accounts for the preceding Financial Year
- the budget for the forthcoming financial year

General Meetings

A General Meeting shall be held at such a place and at such a time as shall be decided by the Board, and members shall be given at least 30 clear days notice of such meetings by the Executive Officer.

Nine representatives shall form a quorum.

Extraordinary Meetings

An extraordinary meeting shall be held on request in writing signed on behalf of four representatives, which should include two members of the Board, or, may be called by the Board. Members shall be given at least seven days clear notice of such meetings by the Executive Officer.

Nine representatives shall form a quorum.

7. MOTIONS AND VOTING AT ANNUAL, GENERAL AND EXTRAORDINARY MEETINGS

At any Annual, General or Extraordinary Meeting, each member is entitled to table motions for discussion. Any resolution must be submitted to the Executive Officer in writing at least seven days prior to the meeting. Each member shall have one vote, to be exercised by a representative in person or by proxy, provided that such proxy is a member or a duly appointed official of the member organisation or the Chairman of the meeting. Trust Members shall not vote on matters that might impinge upon the statutory duties of DSFBs. DSFB Members shall not vote on matters that impinge upon the charitable objectives of Trusts as regulated by the Office of the Scottish Charity Regulator. The Chairman at any meeting shall adjudicate on whether a particular issue falls into either of the categories outlined above and shall have both a deliberative and a casting vote.

8. OTHER COMMITTEES

Other committees may be formed at the discretion of the Board to carry forward specific business as may be deemed appropriate and conducive to the organisations interests. Membership may be drawn from both within and outwith the membership.

9. STAFF

Staff shall be appointed by the Board acting on behalf of the organisation under such terms as it shall determine.

10. ALTERATION OF CONSTITUTION

This Constitution may be rescinded, altered or varied, or new rules may be passed at the Annual General Meeting or Extraordinary Meeting called for the purpose, by a majority of two-thirds of the members present or represented.

Where any motion of any such rescission, alteration or variation, or of any addition to the Constitution is to be made by any member at an Annual General Meeting, at least 42 days shall be given by such a member in writing to the Executive Officer of the organisation.

11. FUNDS AND BUDGETARY CONTROL

The funds shall be administered by the organisation under the authority of the Board and in line with the agreed protocols for financial expenditure and related approval rules. Before incurring any expenditure which is likely to result in an end-year deficit, the Board shall obtain the approval of a two-thirds majority of the members present or represented at an Annual, General or Extraordinary Meeting to such expenditure, provided however, that notwithstanding such sanction being given at such Meeting, no member shall be bound to contribute to such special or extraordinary expenditure. The financial year shall end on the thirty first day of December in each year.

The annual accounts shall be reviewed by such persons as the members shall from time to time appoint.

Routine financial expenditure shall be undertaken by specified staff in accordance with the agreed protocols for financial expenditure and related approval rules. Staff will report regularly to the Board on budgeted income and expenditure.

12. SUBSCRIPTIONS

The only financial liability undertaken by a member shall be the Annual Subscription.

The subscription for each DSFB member shall be based upon the total latest available 5-year average annual catch of salmon and sea trout in the salmon fisheries in its district for the year previous as reported officially to the Scottish Government or its successors. The subscription shall be based on a rate per salmon and rate per sea trout being the rate fixed annually at the Annual General Meeting. There will be a minimum subscription based on a putative catch of 250 salmon. In the event that a new rate is not fixed at the Annual General Meeting then the previous year's rate will apply. No individual member's subscription shall exceed 20% of the total subscription income.

The subscription for each member Trust shall be agreed at the AGM

Subscriptions shall be payable in advance for each year from 1 January to 31 December by no later than 31 May in that year.

In the event of any subscription still outstanding at the Annual General Meeting after the due date, the organisation shall have the option to terminate that membership.