

CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND) ACT 2005

The Innerpeffray Mortification Scheme
2020

Scottish Charity number SC013843

ARRANGEMENT OF SECTIONS

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SCHEME

SCHEME UNDER THE CHARITIES AND TRUSTEE INVESTMENT (SCOTLAND) ACT 2005. FOR THE FUTURE GOVERNMENT AND MANAGEMENT OF THE ENDOWMENT KNOWN AS THE INNERPEFFRAY MORTIFICATION PREVIOUSLY HELD AND ADMINISTERED UNDER SCHEME NO .271 OF THE COMMISSIONERS UNDER THE EDUCATIONAL ENDOWMENTS (SCOTLAND) ACT, 1882, APPROVED BY HER LATE MAJESTY QUEEN VICTORIA IN COUNCIL ON 19TH AUGUST, 1889 AS AMENDED BY DECREE OF THE COURT OF SESSION DATED 14TH JULY 1897, ADOPTED ON 26th OCTOBER 2012 AND AMENDED ON THE DATE OF THIS SCHEME.

Preamble

Whereas the said endowment founded by David Lord Madderty and William Viscount Strathallan is an educational endowment within the meaning of the Educational Endowments (Scotland) Acts 1928 to 1935; Therefore the said endowment shall, from and after the date upon which the charity's trustees agree to adopt these revisions be held and administered for the purposes, with the powers, and under the conditions and provisions hereinafter set forth.

1 Vesting of Endowment

- 1.1 Except as hereinafter provided the endowment shall remain vested in the incorporation named "The Governors of the Innerpeffray Mortification " constituted and incorporated by the said Scheme No. 271 and shall from and after the date of this 2020 Scheme be held, administered and applied by the governing body exclusively in accordance with the conditions and provisions of this 2020 Scheme.
- 1.2 The buildings of the Innerpeffray School, other than the teacher's house, were transferred to and vested in the Joint County of Perth and Kinross without the necessity of any new instrument or conveyance, and were held by the Perth & Kinross Council as a public school within the meaning of the Education (Scotland) Acts for the time being in force. The buildings of the Innerpeffray School were transferred to the Innerpeffray Mortification Scheme 1936 by Perth & Kinross Council on Whitsunday 1962.

2 Innerpeffray Library Aims and Purposes.

2 The governing body shall continue to maintain the Innerpeffray Library as a place of antiquarian interest and the following aims set out by the Governors in their strategic plan:

- a. Conserving the books of the Library and its artefacts
- b. Preserving the tranquil, unspoilt rural environment for thinking people to read, contemplate, study and meet.
- c. Maintaining and building on the core value of the founding family by offering educational opportunities for those who seek to improve their education, particularly through Scottish Literature.
- d. Looking after the buildings in our care, recognising them as a significant part of the heritage of Perthshire and Scotland.

3 Composition of governing body

3.1 The governing body shall be called the Board of Governors (or the Board), and consist of a minimum of seven and a maximum of eleven Governors, these being:

- a) Up to nine ordinary Governors. The appointment of any ordinary Governor shall be by the decision of not less than three-quarters of the Governors.
- b) The Proprietor of Gleneagles House, in recognition of the historic link between the Haldane family and the Library. This Governor may, in exceptional circumstances, appoint a Representative, who will have fully delegated powers from the Proprietor, by agreement of the Board. Should this Governor decide to appoint a Representative then they should do so by notice in writing to the Convener of the Board of Governors.
- c) One Governor to be nominated by Perth and Kinross Council and appointed by agreement of the Board. The Council nominated Governor shall be a Councillor representing a local ward adjacent to the River Earn. That Councillor shall hold office for a period of 5 years or as determined by Perth and Kinross Council with a limit of two 5 year periods. After a break of 5 years, the same Councillor may be re-nominated by Perth and Kinross Council

The Board of Governors will appoint from its members a Convener and a Treasurer, and may appoint a Secretary, Vice Convener and other Officers as it regards appropriate.

The Keeper of the Books is not a Governor, but will attend meetings of the Board at the behest of the Governors, and may act as Clerk to the Board.

3.2 Governors appointed under clause 3.1.a, and any Representative appointed under 3.1.b shall serve a term of 3 years, subject to the provisions of clause 3.3. Each term may be renewed upon the agreement of the Board of Governors, by the decision of not less than three-quarters of the Governors.

The Governor or Representative concerned may not take part in the discussion or decision on a proposed renewal of their term.

3.3 The office of a Governor shall be vacated in any of the following events:

- a) on the Governor's death;
- b) on the Governor's resignation by notice in writing to the Convener, where the Governor resigning is one and the same as the Convener, notice shall instead be in writing to the Treasurer or any other Officer of the Board;
- c) on the Governor becoming disqualified under the Charities Act from acting as a charity trustee;
- d) if a registered medical practitioner who is treating the Governor gives a written opinion stating that the Governor has become incapable of acting as a Governor and may remain so for more than six months;
- e) if the Governor is absent from Governors' meetings for six months without the Governors' agreement;
- f) if, in the sole opinion of the other Governors, the Governor has acted in such a way as would bring the Mortification into disrepute and in all the circumstances their removal from office would be justified to preserve the reputation of the Trust; or
- g) the Governor has been in serious or persistent breach of their duties under section 66 of the Charities Act;
- h) in the case of sub clauses e) or f) or g) above, the other Governors resolve, by the decision of not less than three-quarters of the Governors, that the Governor's office should be vacated, such Governor being entitled to be heard prior to the other Governors taking a decision.

4 Business Arrangements

4.1

The Board of Governors shall hold at least four ordinary meetings each calendar year. A notice of every meeting shall be delivered or sent by post or electronic means to each Governor by the Clerk to the Governors at least seven days or such other time before the meeting as the Governors may agree.

4.2

The Convener or any two Governors may summon a special meeting of the Board of Governors by a notice delivered or sent by post or electronic means to each Governor. The notice must specify the business to be brought before the meeting. If the meeting is summoned at a shorter notice than that required for an ordinary meeting no resolution or motion carried can take effect unless it is voted for by a majority of the Governors then in office, or it is subsequently voted on by all Governors electronically, or at a further meeting of Governors for which not less than seven days' notice is given. As required, meetings of the Board of Governors may take place by telephone conference call, video conference call or by any other collective electronic means approved unanimously from time to time by them.

4.3

At all meetings of the Board of Governors five Governors attending in person are required to form a quorum. Non attending Governors shall be permitted to appoint another Governor as their proxy on any agenda item provided the proxy is lodged with the Clerk to the Governors a minimum of 48 hours before the start of the meeting. If a quorum is present, and subject to the provisions of clause 3.2, all issues shall be determined by a majority of those Governors voting in person or by proxy except for those matters referred to in clause 4.4, which shall be decided at the meeting by the decision of not less than three-quarters of the Governors voting in person or by proxy.

4.4

The following matters may be decided only by the decision of not less than three-quarters of the Governors voting at a meeting, in person or by proxy, namely:

- (i) the appointment of any new ordinary Governor (in terms of clause 3.1(a) hereof);
- (ii) the renewal of a Governor's term of office in terms of clause 3.2;
- (iii) the removal of a Governor in terms of clause 3.3 (h); or
- (iv) the variation of this Scheme in terms of clause 7.5 hereof.

4.5

If at the time appointed for a meeting of the Board of Governors or a Committee there is an insufficient number of Governors present to form a quorum, no resolution or motion carried can take effect unless it is subsequently confirmed electronically, or at a further meeting of the Governors for which not less than seven days' notice is given. If the business at any meeting is not completed, the Governors present shall adjourn the meeting to a day and time agreed by the majority of those present.

4.6

The Board of Governors shall elect the Convener, Treasurer and other officers from their own number for the following year at the meeting immediately following the Annual General Meeting of the Mortification.

4.7

Minutes of all meetings of the Board of Governors, and any Committees shall be made, together with resolutions, authorised writings and deeds executed on behalf of the governing body and kept as part of the records of the Mortification.

4.8

No failure, delay or defect in the election or appointment of any Governor, or vacancy in the office of Governor shall prevent:

- a) the Board of Governors from acting in the execution of this Scheme
- b) any act or proceedings of the Board or its committees from being valid or legal provided that the number of Governors appointed to the Board is not reduced below five.

4.9

Any agreements, conveyances or other documents which require to be signed by the Governors shall be deemed to have been validly signed if they have been signed by any two Governors, one of whom must be the Convener or the Treasurer.

4.10

It shall be in the power of the Board of Governors from time to time to appoint such Committees of their own number as they think fit, to appoint the convener of each Committee, to commit to each Committee all such powers and give all such instructions as may appear expedient and to fix the quorum of each Committee.

4.11

The Governors shall, within 12 months of the end of each calendar year, hold an Annual General Meeting to which members of the public shall be admitted, and at which annual accounts will be made available. However, it is the Board of Governors that is responsible for approving the accounts.

5 Powers of the Board of Governors

To enable the Board of Governors to achieve the Aims and Purposes as detailed in clause 2 they may:

- a) make appropriate arrangements for the care, conservation, preservation and development of the collections in line with the priorities identified in current policies
- b) make appropriate arrangements for the care and development of the buildings and land under the responsibility of the Board of Governors

- c) raise income from charges, events and activities, trusts and grant making bodies and other appropriate sources, and accept gifts and donations
- d) undertake all other appropriate actions and activities that support the aims and objectives of the Mortification, and contribute to its long-term sustainability

6 Finance

6.1 The Board of Governors will ensure that full accounts are kept of the capital, income and expenditure vested in, received by and expended by and expended by them under this Scheme, in such form and manner as OSCR may from time prescribe. Such accounts shall be kept according to current accounting legislation and regulations. The accounting period will run from the 1st day of January until close on 31st December each year. After these accounts have been examined and approved by the Board, and independently examined or audited (as determined by the Board from time to time), by an independent financial examiner or auditor as approved by the Board, copies of the accounts or an abstract shall be placed in the Innerpeffray Library, and made there available for inspection by the public, as well as every member and official of the Board. The accounts shall be kept, prepared in accordance with, and conform to, the provisions of the Charities Accounts (Scotland) Regulations 2005 (as may be amended or re-enacted from time to time), the Charities Accounts (Scotland) Amendment Regulations 2010 (as may be amended or re-enacted from time to time) and the Statement of Recommended Practice or SORP (FRS 102) 2015 as may be amended or superseded from time to time.

6.2 In relation to income and expenditure the Board of Governors, after paying the necessary expenses of management shall apply the free annual income of the endowment in executing the purposes of this Scheme. It shall be lawful for the governing body to apply any unexpended balance of income, or part thereof, to add the said balance or part thereof to the capital of the endowment. As to capital expenditure it shall be in the power of the governing body to incur capital expenditure for any of the purposes of this Scheme to which capital may properly be devoted.

6.3 Where the Board of Governors determines that capital expenditure is required it shall be lawful for it to borrow money or to drawdown on the capital of the endowment, provided that:

- 1) a sum shall annually be set aside by the governing body in the case of a drawdown on capital sufficient to repay such a drawdown on capital within three years.

2) The Board shall be entitled to make drawdowns on capital equivalent to any sums added to capital to make drafts upon capital equivalent to any sums added to capital under clause 7.1 of this Scheme without setting aside annual income to repay such drawdowns.

6.4 Moreover, where the Board of Governors determines, it shall be lawful to borrow money by means of a loan or agreed overdraft to support the Aims and Purposes of the Library.

7 Additional Powers

7.1 The Board of Governors shall have the powers of investment conferred upon trustees under the Trusts Act, the Charities Act or under any public general statute amending the same, provided always that it shall be in the power of the governing body to retain any investment held by them at the date of this Scheme. Any money arising from any source which is temporary or occasional shall be invested by the governing body and form part of the capital of the endowment and may be used for the day to day maintenance and expenses of the Library.

7.2. In respect of donations it shall be in the power of the governing body to receive donations, legacies, annuities, subscriptions and other gifts for the purposes of this Scheme or for purposes connected therewith. As regards such additional donations these shall be applied in accordance with the directions of the respective testators or donors. Where there is no specific direction relating thereto it shall be in the power of the governing body to add any such additional donation in whole or in part to the capital of the endowment or to apply the said additional donation in whole or in part towards defraying the expenditure of the governing body in executing the Aims and Purposes of this Scheme.

7.3 The Board of Governors shall have power to do any of the acts set forth in Section 4 of the Trusts Act , or in any general public statute amending the said section, in so far as the said acts are not at variance with the terms or purposes of this Scheme, provided that in any contract of employment entered into by them the Board shall have power to dismiss any officer employed by them, provided this is fully in accordance with current employment legislation.

7.4 It shall be in the power of the Board of Governors to make such regulations as they think fit for the exercise of their functions under this Scheme, provided that the said regulations shall not be inconsistent with the provisions of this Scheme. They may in the same manner alter and repeal the said regulations.

7.5 The Governors shall at any time and from time to time be entitled to vary or modify the Aims and Purposes, powers and/or other provisions of this Scheme, provided that no such variation or modification shall cause the Scheme hereby constituted to cease to be recognised as a Charity. Such variation or modification shall be with the written consent of OSCR (and its successors) in terms of section 16 of the Charities Act or notified to OSCR (and its successors) in term of section 17 of the Charities Act.

8. Interpretation

In this Scheme unless the context otherwise requires:-

"**Charities Act**" means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification or re-enactment thereof for the time being in force.

"**the Library**" shall mean Innerpeffray Library.

"**Mortification**" shall mean Innerpeffray Mortification, Scottish charity number SC013843, as constituted herewith.

"**OSCR**" shall mean the Office of the Scottish Charity Regulator

The expression "**the date of this Scheme**" shall mean the date upon which it is adopted by the Governors.

The expression "**the governing body**" shall mean the Board of Governors of this Scheme.

"**The Keeper of the Books**" is the senior employee responsible for managing Innerpeffray Library and maintaining its collections, as appointed by the Board of Governors from time to time on such terms and conditions as they may think fit

"**this Scheme**" shall mean Innerpeffray Mortification, Scottish charity number SC013843, as constituted herewith.

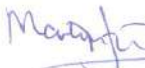
"**Trusts Act**" means the Trusts (Scotland) Act 1921 and every statutory modification or re-enactment thereof for the time being in force.

Citation

9.1 This Scheme may be cited as the Innerpeffray Mortification Scheme 2020.

Adopted on Monday 16th March 2020 at Innerpeffray Library, Perthshire.

Approve by all Governors, as set out below



Martyn Wade
Governor



Arabella Connell
Governor



Dr James Grant
Governor



Tom Burns
Governor



Stewart Donaldson
Governor



Lara J Haggerty
Clerk to the Governors

The Governors would also like to thank the work of the Governance Working Group, in particular the contributions made by Ann McIntosh and Jean Ann Scott Miller.